SURAT TRADE AND MERCANTILE LIMITED

CIN: L17119GJ1945PLC000214
Registered office: 6th Floor, Tulsi Krupa Arcade, Near Aai Mata Chowk, Puna Kumbharia Road, Dumbhal, Surat, Gujarat, 395010
Phone: 0261-2311198 | **Email ID:** sharedepartment@stml.in | **Website:** www.stml.in

Date: August 27, 2026

To,
The Manager
Dept. of Corporate Services,
BSE Ltd,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Scrip Code: 530185 – Surat Trade and Mercantile Limited

Dear Sir/Madam,

Sub: Submission of Notice of the 80th Annual General Meeting under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
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As required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Notice of the 80th Annual General Meeting for the Financial Year 2025-26 to be held on Tuesday, 22nd September, 2026 at 03:30 P.M. (IST) through Video Conferencing / Other Audio-Visual Means (VC/OAVM).

The same will also be hosted on the Company's website at www.stml.in.

Please take the same on your records.

Thanking You,

Yours faithfully,

For SURAT TRADE AND MERCANTILE LIMITED

ANKITA PRASIDDHA SHROFF
Digitally signed by ANKITA PRASIDDHA SHROFF
Date: 2026.08.27 14:11:07 +05'30'

Ankita Prasiddha Shroff
Company Secretary and Compliance Officer
Membership No.: A36425

Encl: As above.

NOTICE

Notice is hereby given that the 80th Annual General Meeting (AGM) of the Company will be held on Tuesday, 22nd September, 2026, at 03:30 P.M. (IST) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) deemed to be held at the registered office of the Company to transact the following business:

ORDINARY BUSINESS:

Item No. 1: Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, the Report of the Board of Directors and Auditor thereon.

To consider and, if thought fit, to pass with or without modifications the following Resolution as an **Ordinary Resolution.**

"**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and Statutory Auditors thereon, as circulated to the Members, are hereby considered and adopted."

Item No. 2: Re-appointment of a Director retires by rotation

To appoint a director in place of Mr. Alok P. Shah (DIN: 00218180), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass with or without modifications the following Resolution as an **Ordinary Resolution.**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Alok P. Shah (DIN: 00218180), who retires by rotation and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 3: Re-appointment of Independent Director

To re-appoint Mr. Deepak N. Shah (DIN: 07356807) as an Independent Director for a second term of five consecutive years.

To consider and, if thought fit, to pass with or without modifications the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17, 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Deepak N. Shah (DIN: 07356807), who has submitted a declaration confirming that he meets the criteria of independence as prescribed under the Act and the Listing Regulations and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from 11th August, 2027 up to 10th August, 2032 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents and writings as may be considered necessary, proper or expedient for giving effect to this Resolution."

By order of the Board of Directors

For and on behalf of
SURAT TRADE AND MERCANTILE LIMITED

Sd/-
Ankita Prasiddha Shroff
Company Secretary & Compliance Officer
Membership Number: A36425

Place: Surat
Date: 12th August, 2026.

REGISTERED OFFICE

6th Floor, Tulsi Krupa Arcade, Near Aai Mata Chowk,
Puna Kumbharia Road, Dumbhal, Surat - 395010

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended ("Act"), setting out the material facts concerning the business under Item No. 3 forms part of this Notice. Further, the relevant details, as required under Regulation 36 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of (i) the Director retiring by rotation under Item No. 2; and (ii) the Director seeking re-appointment under Item No. 3 are set out in **Annexure A** to this Notice.

2. The Ministry of Corporate Affairs (**'MCA'**), *inter alia*, vide its General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as **'MCA Circulars'**), has permitted the holding of the AGM through Video Conferencing (**'VC'**) or through Other Audio-Visual Means (**'OAVM'**), without the physical presence of the Members at a common venue.

   Further, the Securities and Exchange Board of India (**'SEBI'**) vide its Circular(s) dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023, October 7, 2023, October 3, 2024 and June 5, 2025 (**'SEBI Circulars'**) and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI Listing Regulations.

   In compliance with the applicable provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the 80th AGM of the Company is being held through VC/OAVM on **Tuesday, 22nd September, 2026, at 03:30 P.M. (IST)**. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at 6th Floor, Tulsi Krupa Arcade, Near Aai Mata Chowk Puna-Kumbharia Road, Dumbhal, Surat - 395010.

   Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned certified copy (PDF/JPG Format) of their Board or governing body's Resolution/Authorisation, authorising their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting, to the Scrutiniser through e-mail at csjigarvyas@gmail.com with a copy marked to evoting@kfintech.com and to the Company at sharedepartment@stml.in

3. Since this AGM is being held pursuant to the MCA circulars read with the SEBI Circulars, through VC/ OAVM, physical attendance of members has been dispensed with. Accordingly, the facility to appoint proxy to attend and cast vote for the members will not be available for this AGM. Hence, the proxy form, attendance slip and route map of AGM are not annexed to this notice.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.stml.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of KFIN (agency for providing the Remote e-Voting facility) i.e. at https://evoting.kfintech.com/

7. In accordance with the aforesaid MCA Circulars and the SEBI Circulars, the Notice of the AGM along with the 80th Annual Report for FY 2025-26 are being sent ONLY through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/Depositories/ Depository Participants and a letter will be sent by

the Company providing the web-link, including the exact path where complete details of the Annual Report including the Notice of the AGM is available, to those shareholder(s) who have not registered their e-mail address with the Company/Registrar and Transfer Agent/Depositories/Depository Participants. The Company shall send physical copy of the 80th Annual Report for FY 2025-26 to those Members who request for the same at sharedepartment@stml.in or raises request with the RTA – KFIN.

8. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at an early date through email on sharedepartment@stml.in . The same will be replied by the Company in due course.

9. SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that with effect from 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. The Company has complied with the necessary requirements as applicable, including sending of letters to members holding shares in physical form and requesting them to dematerialize their physical holdings.

10. To comply with the above mandate, members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

11. Pursuant to SEBI Circular No.: HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated January 30, 2026, a special window has been opened for a period of 1 (one) year from February 5, 2026 to February 04, 2027 for re-lodgement of transfer requests of physical shares, which were lodged prior to the deadline of April 01, 2019 and which were rejected or returned or not attended to, due to deficiency(ies) in documents or process and missed March 31, 2021 deadline. Accordingly, eligible shareholders are encouraged to re-lodge such deeds along with requisite documents within special window period to the Company's RTA i.e. Kfin Technologies Limited (Formerly Kfin Technologies Private Limited) at Selenium Tower B, Plot Nos. 31& 32, Financial District, Serilingampally Mandal, Hyderabad 500032, Email: einward.ris@kfintech.com

    Please note that shares that are re-lodge for transfer shall be processed only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer. Further, such securities shall not be transferred/lien-marked/pledged during the said lock-in period.

12. The Company's equity shares are Listed at BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001, Maharashtra, India and ISIN of the Company is INE936A01025. The Company has paid the Annual Listing Fees to the said Stock Exchange up to 31st March, 2026.

13. The Company has availed the services of KFin Technologies Limited ("KFin") for conducting the AGM through VC/OAVM and enabling participation of shareholders at the meeting thereto and for providing services of remote e-voting.

14. Only those Members / shareholders, who will be present in the AGM through Video Conference / OAVM facility and have not cast their vote through remote e-Voting are eligible to vote in the AGM. However, members who have voted through Remote e-Voting will be eligible to attend the AGM.

15. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

16. Investor Grievance Portal maintained by Registrar and Transfer Agent (RTA).

    Members are hereby notified that our RTA, KFin Technologies Limited, based on the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated June 08, 2023, have created an online application which can be accessed at https://ris.kfintech.com/default.aspx > Investor Services > Investor Support.

    Members are required to register / signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, eMeeting and eVoting Details.

    Quick link to access the signup page: https://kprism.kfintech.com/signup.

17. The resolutions proposed will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.

18. Electronic copy of the 'Register of Directors and Key Managerial Personnel and their Shareholding', 'Register of Contracts and Arrangements' and 'Register of Members' maintained as per the Companies Act, 2013 shall be accessible to the members.

19. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com (KFintech Website) or contact evoting@kfintech.com or einward.ris@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

20. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance to sharedepartment@stml.in from 9:00 AM (IST) on Friday, 28th August, 2026, till 5:00 PM (IST) on Monday, 31st August, 2026. The queries may be raised precisely and in brief to enable the Company to answer the same suitably at the meeting.

21. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by KFin Technologies Limited ("KFin"), formerly known as KFin Technologies Private Limited. Shareholders who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by shareholders holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice.

22. The e-voting period begins on Saturday, 19th September, 2026 at 9:00 A.M. (IST) and ends on Monday, 21st September, 2026 at 5:00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 15th September, 2026 ("cut-off date for e-voting"), may cast their vote electronically. The e-voting module shall be disabled by KFin Technologies Limited ("KFin"), formerly known as KFin Technologies Private Limited for voting thereafter.

23. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

24. Any person who acquires shares of the Company and becomes a shareholder of the Company after sending of the Notice and holding shares as of the cut-off date of e-voting, may obtain the login ID and password by sending a request to KFin Technologies Limited ("KFin"), formerly known as KFin Technologies Private Limited. However, if he/she is already registered with KFin for remote e-voting, then he/she can use his/her existing user ID and password for casting the vote.

25. The Board of Directors has appointed Mr. Jigar Vyas (FCS No. 8019, CP No.14468) of M/s. Jigar Vyas & Associates, Practicing Company Secretaries, Surat as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

26. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and shall provide a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

27. The results shall be declared forthwith by the Chairman or a person so authorised by him in writing on receipt of consolidated report from the Scrutinizer. The Results declared along with Scrutinizer's Report shall be placed to the stock exchange i.e. BSE Limited, KFin and will also be displayed on the Company's website at www.stml.in. Members may contact at E-mail Id evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications for any grievances connected with voting by electronic means.

28. Members holding shares in physical mode are: a) required to submit their Permanent Account Number (PAN) and bank account details to the Company/KFin, if not registered with the Company/KFin, as mandated by SEBI by writing to the Company at sharedepartment@stml.in or to KFinTech at einward.ris@kfintech.com along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque leaf.

29. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form may file their nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent i.e. KFinTech. In respect of shares held in electric/demat form, the nomination form may be filed with the respective Depository Participant.

30. Non-Resident Indian members are requested to inform KFinTech / respective DPs, immediately of: a) Change in their residential status on return to India for permanent settlement b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

i. Members will be provided with a facility to attend the AGM through VC/OAVM platform provided by M/s KFin Technologies Limited. Members may access the same at https://emeetings.kfintech.com/ by using their e-voting login credentials. Members are requested to follow the procedure given below.

   a. Launch internet browser (chrome / firefox / safari) by typing the URL https://emeetings.kfintech.com/

   b. Enter the login credentials (i.e. user id and password for e-voting).

   c. After logging in, click on "Video Conference" option.

   d. Then click on camera icon appearing against AGM event of the Company, to attend the meeting.

ii. Members who do not have the user id and password for e-Voting or have forgotten the user id and password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.

iii. Members may join the AGM through Laptops, Smartphones, Tablets or iPads for better experience. Further, Members will be required to use internet with a good speed to avoid any disturbance during the AGM. Members will need the latest version of Chrome, Safari, MS Edge or Mozilla Firefox.

iv. Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

v. Shareholders who would like to express their views/ask questions during the Meeting may log into https://emeetings.kfintech.com/ and click on "Post your Questions" may post their queries/ views/questions in the window provided by mentioning the name, demat account number/ folio number, email id, mobile number. Please note that, Members questions will be answered only, the shareholder continues to hold the shares as of cut-off date benpos. Members may post their queries from 9:00 AM (IST) on Friday, 28th August, 2026, till 5:00 PM (IST) on Monday, 31st August, 2026.

vi. Members who need technical assistance before or during the AGM, can contact Kfintech at 18003454001 (toll free) or contact Mr. Anil Dalvi on (040) 6716 1606 or write at emeetings@kfintech.com.

vii. In case of decision to allow the Q&A session in the Meeting, Members may log into https://emeetings.kfintech.com/ and click on "Speaker Registration" by mentioning the demat account number/folio number, city, email id, mobile number and submit. The speaker registration shall commerce from 9:00 AM (IST) on Friday, 28th August, 2026, till 5:00 PM (IST) on Monday, 31st August, 2026.

<u>INSTRUCTIONS FOR E-VOTING DURING AGM</u>:

i. The e-Voting "Thumb sign" on the left-hand corner of the video screen shall be activated upon instructions of the chairman during the AGM proceedings. Shareholders shall click on the same to take them to the "Instapoll" page.

ii. Members need to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.

iii. Only those shareholders, who are present in the AGM and have not casted their vote through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

INSTRUCTIONS FOR E-VOTING DURING AGM:

i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI Listing Regulations and SEBI circular No. SEBI/HO/ CFD/ CMD/CIR/P/2020/242 dated 9th December, 2020, the Members are provided with the facility to exercise their right to vote at the AGM by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM ["remote e-voting"] will be provided by our RTA.

ii. The Board of Directors of the Company have appointed Mr. Jigar Vyas (Membership No.: F8019 & CP No.14468) of M/s Jigar Vyas & Associates, Practicing Company Secretaries, Surat as Scrutiniser to scrutinise e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same. The Scrutiniser, after scrutinising the votes, will, not later than two (2) working days from the conclusion of the AGM, make a consolidated scrutiniser's report and submit the same to the Chairman. The results declared along with the consolidated scrutiniser's report shall be placed on the website of the Company http://stml.in/ and on the website of RTA https://evoting.kfintech.com. The results shall simultaneously be communicated to the Stock Exchange i.e. BSE Limited.

iii. The remote e-voting period commences on Saturday,19th September, 2026 (9:00 am) and ends on Monday, 21st September, 2026 (5:00 pm). During this period, Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Tuesday, 15th September, 2026, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by RTA for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.

iv. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, 15th September, 2026.

v. Subject to receipt of requisite number of votes, the resolution(s) shall be deemed to be passed on the date of the AGM.

vi. **Information and instructions for remote e-voting by individual shareholders holding shares in demat mode:**

As per the circular of SEBI on e-voting facility provided by Listed Companies dated 09 December, 2020, all individual shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access remote e-voting, as devised by the Depositories / Depository Participants, is given below:

NSDL	CDSL
1. Users already registered for IDeAS facility of NSDL may follow the following procedure: i. Click on URL: https://eservices.nsdl.com ii. Click on the "Beneficial Owner" icon under 'IDeAS' section. iii. Enter your User ID and Password for accessing IDeAS, iv. On successful authentication, you will enter your IDeAS service login.	1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure: i. Click on URL: https://web.cdslindia.com/myeasitoken/home/login Or www.cdslindia.com and click on New System Myeasi ii. Enter your User ID and Password for accessing Easi/ Easiest.

NSDL	CDSL
v. Click on “Access to e-Voting” under Value Added Services on the panel available on the left-hand side. vi. Click on “Active e-voting Cycles” option under e-voting. vii. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.	iii. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.
2. Users not registered for IDeAS facility of NSDL may follow the following procedure: i. To Register, click on URL: https://eservices.nsdl.com/ ii. Select Register Online for ‘IDeAS’ iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc. iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.	2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure: i. To register, click on URL https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration ii. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc. iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.
3. Users may directly access the e-voting module of NSDL as per the following procedure: i. Click on URL: https://www.evoting.nsdl.com/ ii. Click on the button “Login” available under “Shareholder / Member” section. iii. Enter your User ID (i.e. 16-digit demat account number held with NSDL), login type, Password / OTP and Verification code as shown on the screen. iv. On successful authentication, you will enter the e-voting module of NSDL. v. Click on “Active E-voting Cycles / VC or OAVMs” option under e-voting. vi. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.	3. **Users may directly access the e-voting module of CDSL as per the following procedure;** i. Click on URL: www.cdslindia.com/https://www.evotingindia.com. ii. Provide demat account number and PAN. iii. System will authenticate user by sending OTP on registered mobile & email as recorded in the demat account. iv. On successful authentication, you will enter the e-voting module of CSDL. v. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.

Procedure to login through their demat accounts / website of the Depository Participant:

Individual shareholders holding shares of the Company in Demat mode can **access e-Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat accounts / **websites of Depository Participants** registered with NSDL/CDSL. An option for **"e-Voting"** will be available once they have successfully logged-in through their respective logins. Click on the option "e-Voting" and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). **Click on the e-Voting link available against the name of Company or select e-Voting service provider "KFinTech"** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

Contact details in case of technical issue on NSDL website	Contact details in case of technical issue on CSDL website.
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at **evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at **helpdesk.evoting@cdslindia.com** or contact at **022- 23058738 or 22-23058542-43.**

vii. **Information and Instructions for remote e-voting by shareholders other than individuals holding shares in demat mode and all other shareholders holding shares in physical mode:**

a. Initial password is provided in the body of the email.

b. Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar.

c. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with RTA for e-voting, you can use your existing User ID and password for casting your votes.

User ID: For Members holding shares in Demat Form:

For NSDL: 8-character DP ID followed by 8 digits Client ID.

For CDSL: 16 digits beneficiary ID.

User ID: For members holding shares in Physical Form:

Event Number followed by Folio No. registered with the Company.

Password: Your unique password is sent via e-mail forwarded through the electronic notice.

Captcha: Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.

d. After entering the details appropriately, click on LOGIN.

e. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

f. You need to login again with the new credentials.

g. On successful login, the system will prompt you to select the EVENT number of the Company.

h. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click ‘FOR’/‘AGAINST’ as the case may be or partially in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR’ and/or ‘AGAINST’ taken together should not exceed your total shareholding as on the cut- off date. You may also choose the option ‘ABSTAIN’ and the shares held will not be counted under either head.

i. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

j. Cast your votes by selecting an appropriate option and click on ‘SUBMIT’. A confirmation box will be displayed. Click ‘OK’ to confirm, else ‘CANCEL’ to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution

k. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

l. Any person who becomes a member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date i.e. Tuesday, 15th September, 2026 may obtain the user ID and password in the manner as mentioned below:

   i. If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+ Folio No. or DP ID Client ID to 9212993399.

      Example for NSDL: MYEPWD <SPACE> IN12345612345678

      Example for CDSL: MYEPWD <SPACE>1402345612345678

      Example for Physical: MYEPWD <SPACE> XXXX1234567

   ii. If e-mail address or mobile number of the member is registered against Folio No. or DP ID Client ID, then on the home page of https://evoting.karvy.com, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

   iii. A member may call KFinTech’s toll free number 1-800-3454-001

   iv. A member may send an e-mail request to evoting@kfintech.com.

   v. If the member is already registered with KFinTech’s e-voting platform then he/she can use his / her existing User ID and password for casting the vote through remote e-voting.

   vi. In case of any query on e-voting, Members may refer to the “Help” and “FAQs” sections / e-voting user manual available through a dropdown menu in the “Downloads” section of KFinTech website for e-voting: https://evoting.kfintech.com/ or contact KFinTech as per the details given above.

By order of the Board of Directors

For and on behalf of
SURAT TRADE AND MERCANTILE LIMITED

Sd/-
Ankita Prasiddha Shroff
Company Secretary & Compliance Officer
Membership Number: A36425

Place: Surat
Date: 12th August, 2026.

REGISTERED OFFICE

6th Floor, Tulsi Krupa Arcade, Near Aai Mata Chowk, Puna-Kumbharia Road, Dumbhal, Surat - 395010

Important Dates

The Shareholders are requested to take note of the below mentioned important dates with respect to 80th Annual General Meeting of the Company:

Particulars	Date and Time
(A) Cut-off Date for Eligible Shareholders for e-Voting	Tuesday, 15th September, 2026
(B) Speaker Registration	
starts on	Friday, 28th August, 2026 at 9.00 A.M. (IST)
ends on	Monday, 31st August, 2026 at 5.00 P.M. (IST)
(C) E-Voting	
starts on	Saturday, 19th September, 2026 at 9.00 A.M. (IST)
ends on	Monday, 21st September 2026 at 5.00 P.M. (IST)
Date of 80th Annual General Meeting	Tuesday, 22nd September, 2026 at 3:30 P.M. (IST)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD ON GENERAL MEETINGS ('SS-2') AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

Item No. 3: Re-appointment of Mr. Deepak N. Shah (DIN: 07356807) as an Independent Director of the Company

In compliance with the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') read with Schedule IV of the Act and applicable rules made thereunder and Regulations 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations'), the Shareholders of the Company at the 76th Annual General Meeting held on 13th September 2022 had approved the appointment of Mr. Deepak N. Shah (DIN: 07356807) as an Independent Director of the Company for a period of 5 (five) consecutive years from 11th August 2022 to 10th August 2027 and accordingly he holds office as an Independent Director up to 10th August 2027.

Mr. Deepak N. Shah, aged about 76 years, is a Fellow Member of the Institute of Chartered Accountants of India. He is a Practicing Chartered Accountant and having more than 4 decades of experience in the Statutory Audits, Tax Audits, Internal Audit, Management Audits and MIS related services.

As per Section 149 of the Act read with Regulation 25 of the Listing Regulations, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each with the approval of the Shareholders by way of Special Resolution. Further, as per Regulation 17(1A) of the Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 years unless a Special Resolution is passed to that effect. Mr. Deepak N. Shah has already attained the age of 75 years during his first term and continuance of his proposed re-appointment as an Independent Director would require passing of Special Resolution.

In view of the above and based on his performance evaluation, and considering the significant contributions made by him during his first term as an Independent Director, the Nomination and Remuneration Committee has recommended the re-appointment of Mr. Deepak N. Shah as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 11th August 2027 to 10th August 2032 (both days inclusive) in accordance with the provisions of the Act and Listing Regulations.

In view of the valuable contributions made by Mr. Deepak N. Shah and based on the positive outcome of the performance evaluation, skills, experience, knowledge, including contribution in the Board and Committee Meetings, the Board of Directors believes his re-appointment is in the best interest of the Company.

The Board of Directors of the Company at its Meeting held on 12th August, 2026, after taking cognizance of the recommendation received from the Nomination and Remuneration Committee have unanimously decided to continue with the appointment of Mr. Deepak N. Shah as a Non-Executive Independent Director for the second consecutive term as above, subject to the approval of the Members of the Company by means of a Special Resolution at the ensuing Annual General Meeting.

Mr. Deepak N. Shah does not hold Directorship/ Committee Membership in any other Company and has not resigned from any listed Company in the past 3 (three) years.

Mr. Deepak N. Shah has attended 5 (Five) meetings of the Board during FY2025-26.

Mr. Deepak N. Shah is not holding any shares of the Company either directly or in form of beneficial interest for any other person.

Mr. Deepak N. Shah does not have inter-se relationship with any other Director and Key Managerial Personnel of the Company.

The Company has also received a Notice in writing under Section 160 of the Act, proposing his candidature for the appointment as Director of the Company.

The Company has received declarations from Mr. Deepak N. Shah, stating that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of SEBI Listing Regulations and further that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. He has given his consent to act as a Director of the Company.

Mr. Deepak N. Shah shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

In the opinion of the Board, Mr. Deepak N. Shah fulfils the conditions specified in the Act and rules made thereunder and Listing Regulations for his re-appointment as an Independent Director of the Company and he is independent of the management. Copy of the draft letter for re-appointment of Mr. Deepak N. Shah as an Independent Director would be made available for inspection through electronic mode.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the Listing Regulations read with Secretarial Standard-2 (SS-2) on “General Meetings”, issued by the Institute of Company Secretaries of India.

Brief profile of Mr. Deepak N. Shah and information in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings in respect of his appointment is mentioned in the annexure which forms part of this notice.

Except Mr. Deepak N. Shah and his relatives, if any, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the accompanying Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

By order of the Board of Directors

For and on behalf of

SURAT TRADE AND MERCANTILE LIMITED

Sd/-

Ankita Prasiddha Shroff

Company Secretary & Compliance Officer

Membership Number: A36425

Place: Surat

Date: 12th August, 2026

"Annexure A"

Details of Directors seeking Appointment/Re-appointment Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard–2 on General Meetings issued by the Institute of Company Secretaries of India, is given below:

Name Of Director	Mr. Alok P. Shah	Mr. Deepak N. Shah
Director Identification Number (DIN)	00218180	07356807
Date of Birth (Age)	11th September, 1970	23rd October, 1950
Designation	Managing Director	Independent Director
Date Of First Appointment on the Board	29th June, 2022	11th August, 2022
Terms and Conditions of appointment/ re-appointment	Liable to retire by rotation, original terms of appointment would follow.	Not liable to retire by rotation, original terms of appointment would follow.
Qualification	Graduate in Electrical Engineering from Stanford University and has an M.B.A. (Finance, General Management and Economics) from University of Chicago, USA.	Fellow Member (FCA) of the Institute of Chartered Accountants of India (ICAI)
Nature of expertise in specific functional areas	He has wide exposure and knowledge in project appraisal, assessing technical feasibility in respect of projects, corporate finance & management etc.	Practicing Chartered Accountant holds more than four decades of experience in Corporate Audit, Taxation, Internal Audit and MIS related services.
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	NA	Mr. Deepak N. Shah, aged about 76 years, is a Fellow Member of the Institute of Chartered Accountants of India. He is a Practicing Chartered Accountant and having more than 4 decades of experience in the Statutory Audits, Tax Audits, Internal Audit, Management Audits and MIS related services.
Name of the companies in which the proposed appointee holds directorship (other than Surat Trade and Mercantile Limited)	• Rosekamal Textiles Private Limited • Sorrento Textiles Private Limited • Prabhat Silk Mills Limited • Introscope Properties Private Limited • Bijlee Textile Private Limited • Palomar Textiles Limited • Armorex Business Centre Private Limited	NIL

Name Of Director	Mr. Alok P. Shah	Mr. Deepak N. Shah
	• Global Textile Market Holdings Private Limited • Porus Textiles and Trading Private Limited • Andromeda Textiles and Trading Private Limited	
Name of listed entities from which the person has resigned in the past three years	NIL	NIL
Details of remuneration (including Setting fee, if any) last drawn	₹4,80,000/- p.a.	₹2,25,000/-
No. of meetings of the Board attended during the year	5 (Five)	5 (Five)
Details of remuneration sought to be Paid	As per the terms mutually agreed by the board	Apart from sitting fees for attending Board and Committee Meetings, Mr. Deepak N. Shah does not receive anything in the form of remuneration
Inter se relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Mr. Alok P. Shah and Mr. Suhail P. Shah, Whole-Time Director are siblings. Apart from this, Mr. Alok P. Shah is not related to any other Director and KMP in the Company	NA
Membership/ Chairmanship of Committees of other Boards	NIL	NIL
Shareholding in the Company: No. of shares held as on 31st March 2026: (a) Own (b) For other persons on a beneficial Basis	8,93,81,990 Equity Shares of Rs.1 each fully paid up comprising of about 40.25% of the paid-up capital of the Company.	NIL