TANDHAN INDUSTRIES LIMITED

Formerly known as Sanmitra Commercial Limited
CIN L22209MH1985PLC034963
Registered Address 13, Prem Niwas 652, Dr. Ambedkar Road, Khar west, Mumbai, Maharashtra, India, 400052
Corp Office: Mouza Kashyabpur, J. L. No. 15, Kulgachia, Uluberia, Howrah-711303, West Bengal, India
Email Id: sanmitracommercial@ymail.com | www.sanmitracommercial.com | Tel.: 022-22821087. 033-26210016/17

Date: 8th September, 2026

To,
The Chief General Manager Listing Operation,
BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001.

Ref: Scrip Code: 512062, ISIN: INE896J01014

Dear Sir / Madam,

Subject: Notice of 42nd Annual General Meeting (AGM) for the Financial Year 2025-26.

Pursuant to Regulation 34 and Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed the Notice convening the 42nd AGM of the Company scheduled to be held on **Wednesday, 30th September, 2026 at 11.30 A.M. (IST)** through Video Conferencing ('VC') facility/Other Audio Visual Means ('OAVM') in compliance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI') in this regard.

Detailed instructions for remote e-voting, participation in the AGM through VC/OAVM mode and e-voting at the AGM are provided in the Notice of the AGM.

The Annual Report for FY 2025-26 and Notice of AGM is being sent electronically to the shareholders who have registered their email IDs with the Company or Depository Participant(s) or Registrar and Share Transfer Agent of the Company. Further, as per Regulation 36 (1)(b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the letter containing the web link including the exact path where complete details of the Annual report are available is being sent to those Member(s) who have not registered their e-mail address(s) either with the company or with any depository or Registrar and Share Transfer Agent (RTA) of the company.

Pursuant to Regulation 46 of the Listing Regulations, the Annual Report and Notice of the 42nd AGM and other relevant documents are available on the Company's website at www.sanmitracommercial.com

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, the Company is providing the facility to Members to exercise their right to vote by electronic means on Resolutions proposed to be passed at AGM. The Company has engaged NSDL for providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM and e-Voting during the AGM.

Further Pursuant to the provisions of Section 91 of the Companies Act, 2013 read with Rule 10(1) of the Companies (Management and Administration) Rules, 2014 and as per Regulations 42 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, 24th September, 2026 to Wednesday, 30th September, 2026 (both days inclusive)** and the Company has fixed **Wednesday, 23rd September, 2026** as the **"cut-off" date** for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of AGM or to attend the AGM. Remote e-voting period commences on **Saturday, 26th September, 2026 at 9.00 a.m.**

(IST) and end on Tuesday, 29th September, 2026 at 5.00 p.m. (IST) and thereafter, the remote e-voting module shall be disabled by NSDL.

Thanking you.
Yours faithfully,

For **Tandhan Industries Limited**
(Formerly known as Sanmitra Commercial Limited)

Priti Priya Singh Digitally signed by Priti Priya Singh Date: 2026.09.08 22:22:40 +05'30'

Priti Priya Singh
Company Secretary & Compliance Officer
Membership No: A54260

Notice

NOTICE IS HEREBY GIVEN THAT THE 42ND ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF TANDHAN INDUSTRIES LIMITED (FORMERLY KNOWN AS SANMITRA COMMERCIAL LIMITED) WILL BE HELD ON WEDNESDAY, 30TH SEPTEMBER 2026 AT 11.30 AM (IST) THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS: ORDINARY RESOLUTION

ITEM NUMBER 1(a): To receive, consider, and, adopt the Audited Standalone Financial Statement of the Company as at 31st March, 2026, the Statement of Profit & Loss Account and Cash Flow Statements of the Company for the financial year ended 31st March, 2026 together with the Reports of the Board of Directors and Auditors' report thereon;

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Standalone Financial Statement of the as at 31st March, 2026, the Statement of Profit & Loss Account and Cash Flow Statements of the Company for the financial year ended 31st March, 2026 together with the Reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

ITEM NUMBER 1(b): To receive, consider, and, adopt the Audited Consolidated Financial Statement of the Company as at 31st March, 2026, the Statement of Profit & Loss Account and Cash Flow Statements of the Company for the financial year ended 31st March, 2026 together with the Auditors' report thereon;

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Consolidated Financial Statement of the as at 31st March, 2026, the Statement of Profit & Loss Account and Cash Flow Statements of the Company for the financial year ended 31st March, 2026 together with the Reports of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

ITEM NUMBER 2: To declare a dividend on the equity shares of the Company for the financial year ended 31st March, 2026.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT a dividend of ₹ 0.01/- (i.e. 0.1%) per equity share of the face value of ₹ 10/- each, for the financial year ended 31st March 2026, as recommended by the Board of Directors of the Company, be declared and that the said dividend be distributed out of the profits of the Company for the year ended 31st March 2026, to all the eligible shareholders on the record date i.e. Wednesday, 23rd September, 2026."

ITEM NUMBER 3: To re-appoint Mr. Ankit Jalan (DIN: 01835733) who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152(6) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to continue the directorship of Mr. Ankit Jalan (DIN: 01835733) whose period of office is liable to retirement by rotation, being eligible offer himself for the reappointment."

SPECIAL BUSINESS: ORDINARY RESOLUTION

ITEM NUMBER 4: Increase in Authorised Share Capital and consequent alteration of Memorandum of Association.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 60,00,00,000/- (Rupees Sixty Crore only) divided into 6,00,00,000 (Six Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 65,00,00,000/- (Rupees Sixty-Five Crore only) divided into 6,50,00,000 (Six Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each, ranking pari passu in all respects with the existing

Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted with the following:

V. The Authorised Share Capital of the Company is Rs. 65,00,00,000/- (Rupees Sixty-Five Crore only) divided into 6,50,00,000 (Six Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof or any person(s) authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things, including filing of necessary forms and documents with the Registrar of Companies and other statutory authorities, and to execute all such documents, instruments and writings as may be required and to take all such actions as may be necessary, proper, expedient or incidental for giving effect to this resolution."

SPECIAL BUSINESS: SPECIAL RESOLUTION

ITEM NUMBER 5: TO CONSIDER AND APPROVE / CONFIRM CERTAIN RELATED PARTY TRANSACTIONS UNDERTAKEN BY TANDHAN POLYPLAST LIMITED INVOLVING UTILISATION OF PROCEEDS OF THE PREFERENTIAL ISSUE

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with the Rules made thereunder, the Company's Policy on Related Party Transactions and other applicable laws, regulations, circulars and guidelines, if any, and subject to such approvals, consents and permissions as may be necessary, approval of the Members of the Company be and is hereby accorded, to the extent applicable, to approve and confirm the related party transactions undertaken by Tandhan Polyplast Limited ("TPL"), a wholly owned subsidiary of the Company, involving utilisation of funds deployed in TPL out of the proceeds of the preferential issue raised by the Company, aggregating to ₹14.92 crore, as more particularly set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the aforesaid transactions comprise:

(a) security deposit aggregating to ₹7.50 crore paid by TPL to Jalan Sarees Private Limited in connection with the lease of land and building used for TPL's factory premises;

(b) trade advance aggregating to ₹3.12 crore paid by TPL to Tandhan Power Technologies Private Limited towards procurement of resins; and

(c) payments aggregating to ₹4.30 crore made by TPL to Tandhan Exim Private Limited towards construction of an industrial shed for TPL, being capital expenditure.

RESOLVED FURTHER THAT the Members take note that the aforesaid transactions have been undertaken towards the business requirements of TPL and within the objects/end-use for which the proceeds of the preferential issue were raised and deployed, and that there has been no change, deviation or variation in the objects or end-use of the preferential issue proceeds.

RESOLVED FURTHER THAT this approval/confirmation is being sought in view of the observations made in the Monitoring Agency Report regarding the applicability of the related party transaction approval framework at the listed-entity level and shall not be construed as an approval for any deviation, diversion, modification or variation in the objects or utilisation of the preferential issue proceeds.

RESOLVED FURTHER THAT, without prejudice to the validity of the transactions already undertaken and to the extent permissible under applicable law, the Members hereby approve and confirm the aforesaid transactions and the continuing obligations, if any, arising therefrom.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof authorised for this purpose) be and is hereby authorised to do all such acts, deeds, matters and things, execute such documents, make such filings and disclosures, provide such clarifications and representations to the Stock Exchange(s), Monitoring Agency, Registrar of Companies, SEBI and/ or any other statutory or regulatory authority and take all such steps as may be considered necessary, desirable or expedient for giving effect to this Resolution and for complying with the applicable regulatory requirements.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to settle any question, difficulty or doubt that may arise in connection with the aforesaid transactions and to take such actions as it may consider necessary in the best interests of the Company and its Members."

Notice (Contd.)

ITEM NUMBER 6: to consider and approve issue of Convertible Warrants on Preferential basis to the Promoters:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as applicable, and including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), the Foreign Exchange Management Act, 1999, as amended, and the rules, regulations, circulars, notifications and directions issued thereunder, as applicable, and subject to such approvals, consents, permissions and/or sanctions as may be required from the Government of India, Reserve Bank of India, Ministry of Corporate Affairs, Registrar of Companies, Securities and Exchange Board of India, Stock Exchange(s) and/or any other regulatory or statutory authority, as may be applicable, and subject to such terms, conditions, alterations, modifications or variations as may be prescribed or imposed by any of the aforesaid authorities while granting such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company ("Board", which expression shall include any committee thereof duly authorised by the Board),the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, on a preferential basis, in one or more tranches, up to 63,99,720 (Sixty-Three Lakhs Ninety-Nine Thousand Seven Hundred and Twenty) Fully Convertible Warrants ("Warrants") of face value Rs. 10/- each at an issue price of Rs. 81/- (Rupees Eighty-One only) per Warrants, with each Warrant carrying a right to subscribe to 1 (one) Equity Share of face value Rs. 10/- (Rupees Ten only) each of the Company ("Equity Shares") at any time within a period of 18 (Eighteen) months from the date of allotment of such Warrants, total aggregating to Rs. 51,83,77,320/- (Rupees Fifty-One Crores Eighty-Three Lakhs Seventy-Seven Thousand Three Hundred Twenty only) to the proposed allottees as set out in the explanatory statement annexed to the Notice convening the general meeting, on such terms and conditions as may be determined by the Board in accordance with the Act, the SEBI ICDR Regulations and other applicable laws.

Details of Proposed Warrant Allottees

Sr. No	Name of the Proposed Warrant Allottees	Pre-Pref Holding	Maximum No of Warrant to be allotted	Current Status / Category	Proposed Status / Category
1.	Anuj Jalan	1,38,84,087	23,99,895	Promoter	Promoter
2.	Ankit Jalan	1,32,86,582	23,99,895	Promoter	Promoter
3.	Daivik Jalan	15,00,000	15,99,930	Promoter Group	Promoter Group

"RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of the Equity Shares, shall be 31st August 2026, i.e., 30 days prior to the date of passing of the Special Resolution at the AnnualGeneral Meeting."

"RESOLVED FURTHER THAT the Equity Shares to be allotted to the Proposed Warrant Allottees upon conversion of warrants shall be fully paid up and shall rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws."

"RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares upon exercise of such Warrants shall be subject to the following terms and conditions, in addition to other terms as may be prescribed under applicable laws:

a) An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant. The remaining 75% shall be payable at the time of exercise of the Warrant and allotment of Equity Shares. The amount paid shall be adjusted against the issue price of the resultant Equity Shares.

b) Each Warrant shall entitle the holder to apply for and be allotted 1 (One) Equity Share of face value Rs.10/- (Rupees Ten only) at any time within 18 (Eighteen) months from the date of allotment (the "Warrant Exercise Period").

c) The Warrants and the Equity Shares allotted upon their conversion shall be subject to lock-in, as specified under the

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SEBI ICDR Regulations.

d) The Warrants shall be allotted in dematerialized form within 15 (Fifteen) days from the date of passing this resolution, provided that if any required regulatory approvals are pending, such allotment shall be made within 15 days from receipt of the last such approval.

e) The number of Equity Shares and issue price shall be subject to adjustments, as may be permitted under applicable regulations, in the event of corporate actions like bonus issue, stock split, rights issue, etc.

f) The Warrants and the Equity Shares arising on conversion shall not be transferred, hypothecated or encumbered during the lock-in period except as permitted under applicable laws.

g) The right to exercise Warrants may be exercised by the holder in one or more tranches within the Warrant Exercise Period by submitting a written notice along with payment of the balance amount. The Company shall allot the corresponding Equity Shares in dematerialized form, without further approval of the Members.

h) The Equity Shares issued upon conversion shall rank pari passu in all respects with existing Equity Shares, including dividend and voting rights, and shall be subject to applicable laws and the Articles of Association of the Company.

i) In the event the holder fails to exercise the Warrants within the Warrant Exercise Period, the Warrants shall lapse and the 25% upfront amount paid shall stand forfeited by the Company.

j) Until conversion, Warrants shall not carry any rights of shareholders of the Company.

k) The Warrants shall be subject to adjustment in case of any corporate action during the interim period as per SEBI ICDR Regulations or other applicable laws.

l) The Equity Shares arising on conversion shall be listed on the Stock Exchange where the Company's equity shares are listed, subject to necessary regulatory approvals.

m) The Proposed Warrant Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

n) The Warrants by itself, until exercised and converted into equity shares, shall not give to the Proposed Warrant Allottees thereof any rights with respect to that of an equity shareholder of the Company.

o) The Warrants and the equity shares allotted pursuant to exercise of such Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed warrant allottees through a private placement offer cum application letter in the format of Form PAS-4 immediately after the passing of this resolution, with the stipulation that allotment shall be made only upon receipt of in-principle approval from the Stock Exchange."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required upon exercise of the Warrants by the holders."

"RESOLVED FURTHER THAT in accordance with the SEBI ICDR Regulations and applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the Warrants issue, as it may deem fit, and to record the names and details of the proposed warrants allottees in Form PAS-5, and to make an offer to the allottees through Form PAS-4, without requiring any further approval of the Members."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, or expedient, including but not limited to issuing clarifications, settling any doubts or questions, modifying terms, entering into agreements, obtaining listing and trading approvals, appointing intermediaries, and making necessary filings with the Registrar of Companies, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without seeking further approval from the Members."

Notice (Contd.)

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred under this resolution to any Committee of the Board, Director(s), Company Secretary, or any officer(s) of the Company to do all such acts, deeds, and things as may be necessary to give effect to the foregoing resolutions, including executing documents, appearing before regulatory authorities, and appointing professionals and advisors as may be required."

By Order of the Board of Directors
For **Tandhan Industries Limited**
(Formerly known as Sanmitra Commercial Limited)

Sd/-
Priti Priya Singh
Company Secretary & Compliance Officer
Membership No A54260

Date: 07th September, 2026

Registered Address:
13, Prem Niwas 652, Dr. Ambedkar Road,
Khar west, Mumbai, Maharashtra, India, 400052.
CIN: L22209MH1985PLC034963
Email Id: sanmitracommercial@ymail.com

NOTES TO THE NOTICE: -

1. The Government of India, Ministry of Corporate Affairs has allowed conducting General Meeting through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") and dispended the personal presence of the Shareholders at the meeting. Accordingly, the Ministry of Corporate Affairs issued General Circular No. 09/2024 dated 19th September, 2024 read with Circular No. 09/2023 dated 25th September, 2023, Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 ("MCA Circulars"), the latest one being Circular No. 03/2025 dated 22nd September, 2025 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General (AGM) through VC/OVAM. In terms of the said circulars, the AGM of the Shareholders will be held through VC/OAVM. Hence, Shareholders can attend and participate in the AGM through VC/OAVM only.

   Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") and the MCA Circulars, the 42nd Annual General Meeting of the Company is being conducted through VC/OAVM without the physical presence of Members at a common venue.

   The deemed venue for the AGM shall be the Registered Office of the Company.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts relating to Special Businesses to be transacted at the AGM, as set out in this Notice, is annexed hereto.

3. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy by the Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form, Attendance Slip are not annexed to this Notice.

4. Corporate Members intending to appoint their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Scrutinizer, NSDL and the Company, a scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory (ies) who are authorized to attend and vote on their behalf at the AGM.

5. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with M/s. Purva Sharegistry India Private Limited, Registrar and Transfer Agent of the Company.

6. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM is being sent only through electronic mode (by email) to those Members whose e-mail ids are registered with the

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Company/Depositories. Members may note that the Notice of the AGM will be available on the website of the Company at https://sanmitracommercial.com/, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. The condensed version of the Notice is also being published in one English and one vernacular newspaper.

7. 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. In the case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.

8. The Company has appointed M/s. MR & Associates, Practicing Company Secretaries, to act as the Scrutiniser to scrutinize the e-voting process in a fair and transparent manner and the scrutinizer has communicated their willingness to be appointed and be available for the purpose.

9. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

10. The Scrutinizer shall, immediately after the conclusion of the e-voting at the AGM, first count the votes cast through e-voting during the meeting and thereafter unblock the votes cast through remote e-voting before the AGM in presence of at least two witnesses who are not in the employment of the Company, and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairperson or a person authorised by him in writing who shall countersign the same.

11. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.sanmitracommercial.com and on the website of NSDL www.evoting.nsdl.com, immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE and be made available on their respective websites viz. www.bseindia.com.

12. The relevant documents referred to in the Notice will be available for inspection by the members in electronic mode up to the date of the Annual General Meeting. The notice of the Annual General Meeting of your Company for the Financial Year 2025-26 would also be made available on the Company's website: https://sanmitracommercial.com/.

13. Members can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA. Members holding shares in dematerialised form may contact and consult their respective depository participants (DP) for availing the nomination facility. Physical shareholders may also opt out of nomination by providing a declaration in Form ISR-3. Physical shareholders are also requested to update their KYC and other details through Form ISR-1 and Form ISR-2, as required, if not done yet.

15. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

16. Members are requested to send in their queries at least a week in advance to the Company Secretary and Compliance officer at sanmitracommercial@ymail.com to facilitate clarifications during the AGM.

17. The venue of the AGM shall be deemed to be the Registered Office of the Company, the Route Map is not annexed in this Notice.

18. The relevant documents referred to in the Notice will be available for inspection by the members in electronic mode up to the date of the Annual General Meeting.

19. Pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, members who had executed the transfer prior to April 01, 2019 and had lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents had been provided a special re-lodgement window for a period of six months from July 07, 2025 till January 06, 2026. The Company had published several Special Window Notice pursuant to this Circular informing the investors to avail the facility and contact the RTA / Company. Further, pursuant to subsequent SEBI Master Circular No. HO/38/13/11(2)2026-MIRSDPOD/ I/3750/2026 dated January 30, 2026, members who had executed the transfer prior to April 1, 2019 but had not lodged their securities for transfer or they were lodged and

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subsequently rejected, returned or not attended due to deficiency in the documents have been provided a special re-lodgement window for a period of one year from February 05, 2026 to February 04, 2027, to relodge the transfer requests. Such transfers would be approved if all the requisite documents as per the SEBI requirements, communicated by the RTA were in place. Further, Share Transfer under this window will be credited only in dematerialized form and will carry a one-year lock in period from the date of transfer registration. The Company has been publishing the Special Window Notice(s) in Newspapers informing the shareholders about the same. Members can contact the Company / RTA, for assistance in this regard.

20. Since the Equity Shares of the Company are under compulsory demat trading. Equity Shares of the company are admitted with NSDL and CDSL, both the Depositories and bearing ISIN No. INE896J01014. All the queries related to this may please be forwarded directly to the Company's Registrar. Further as per SEBI notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 read with Notification No. SEBI/LAD-NRO /GN/ 2018/49 dated 30th November, 2018, requests for effecting transfer of shares cannot be processed unless the shares are held in dematerialized form w.e.f. April 1, 2019, except in case of transmission or transposition of securities. Therefore, shareholders are requested to get their physical shareholdings converted into demat form at the earliest.

21. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.

22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

23. The Register of Members and Share Transfer Books of the Company will remain closed from from Thursday, 24th September, 2026 to Wednesday, 30th September, 2026, both days inclusive. If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend, subject to deduction of tax at source ("TDS"), will be made within a period of 30 days from the declaration, as under:

    i) To all Beneficial Owners in respect of shares held in electronic form as per the data as may be made available by NSDL and Central Depository Services (India) Limited ("CDSL") (both collectively referred to as "Depositories") as of the close of business hours on Wednesday, 23rd September, 2026

    ii) To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition requests lodged with the Company on or before the close of business hours on, Wednesday, 23rd September, 2026.

24. Pursuant to provision of Income Tax Act, 1961, dividend income will be taxable in the hands of the Shareholders w.e.f. 1st April 2020 and the Company is required to deduct TDS from dividend paid to the Members at rates prescribed in the Income-tax Act, 1961 (the "IT Act"). In general, to enable compliance with TDS requirements, Members are requested, to complete and/or update their PAN with the company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

    Pursuant to the requirement of the Income-Tax Act, 2025, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its members, details are given below:

    The TDS / withholding tax rate would vary depending on the residential status of the member and documents submitted by the member with the Company / RTA / Depository Participant. Members are therefore requested to update their residential status with Depository Participants or in case shares are held in physical mode, with Company / RTA on or before Wednesday, 23rd September, 2026 to enable the Company to determine the appropriate TDS / withholding tax rate, as applicable.

    For the prescribed TDS rates for various categories, please refer to the Income-Tax Act, 2025. A table showing the Sections/ Rules/Forms of Income-Tax Act, 1961 corresponding to the Sections/Rules/Forms of Income-Tax Act, 2025 can be accessed at https://www.ril.com/sites/default/files/reports/TDStable.pdf.

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A. Resident members:

A.1 Tax Deductible at Source for Resident members

Sr. No.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
1.	Valid PAN updated in the Company's Register of Members	10%	No document required. In case of individual Member, if dividend does not exceed ₹ 10,000, no TDS /withholding tax will be deducted.
2	No PAN / Valid PAN not updated in the Company's Register of Members/ PAN is not linked with AADHAR in case of an individual	20%	TDS will be deducted at 20% as provided under Section 397(2) of the Income-Tax Act, 2025, regardless of dividend amount, if PAN of the member other than individual is not registered with the Company / RTA / Depository Participant. In case of individual member, if PAN is not registered with the Company /RTA/ Depository Participant & cumulative dividend payment to an individual member is more than ₹ 10,000, TDS / Withholding tax will be deducted at 20% under Section 397(2) of the Income-Tax Act, 2025. All the members are requested to update, on or before September 23, 2026, their PAN with their Depository Participant (if shares are held in dematerialised mode) and Company / RTA (if shares are held in physical mode). Please quote all the folio numbers under which you hold your shares while updating the records.
3	Availability of lower/nil tax deduction certificate issued by Income-Tax Department u/s 395(1) of the Income-Tax Act, 2025	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before September, 23, 2026.
4	Benefits under Income Tax Rule 203	Rates based on applicability of the Income-Tax Act, 2025 to the beneficial owner	If the member e.g. clearing member / intermediaries / stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule 203(2) is provided regarding the beneficial owner, the TDS / Withholding tax will be deducted at the rates applicable to the beneficial shareholders.

Notice (Contd.)

A.2 No Tax Deductible at Source on dividend payment to resident members if the members submit following documents with the Company / RTA / Depository Participant on or before September 23, 2026

Sr. No	Particulars	Withholding tax rate	Documents required (if any)/ Remarks
(1)	(2)	(3)	(4)
1	Submission of form 121 with valid & operative PAN.	NIL	Declaration in Form No. 121 fulfilling certain conditions.
2	Member to whom section 393(1) [Table: Sl. No. 7] of the Income-Tax Act, 2025 does not apply as per section 393(4) [Table: Sl. No. 10] such as LIC, GIC. etc.	NIL	Valid documentary evidence for exemption u/s 393(4) [Table Sl. No 10] of the Income-Tax Act, 2025.
3	Member covered u/s 393(5) of the Income-Tax Act, 2025 such as Government, RBI, Corporations established by Central Act & mutual funds	NIL	Valid documentary evidence for coverage u/s 393(5) of the Income-Tax Act, 2025.
4	Category I and II Alternate Investment Fund	NIL	SEBI registration certificate to claim benefit under section 400(1) of the Income-Tax Act, 2025.
5	• Recognised provident funds • Approved superannuation fund • Approved gratuity fund	NIL	Valid documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT).
6	National Pension Scheme	NIL	No TDS as per section 393(9) of the Income-Tax Act, 2025. Valid documentary evidence (e.g., relevant copy of registration, notification, order, etc.) to be provided.
7	Any resident member exempted from TDS deduction as per the provisions of the Income-Tax Act, 2025 or by any other law or notification	NIL	Valid documentary evidence substantiating exemption from deduction of TDS.

B. Non-Resident members:

The table below shows the withholding tax on dividend payment to non-resident members. Members are requested to submit the document(s) on or before September 23, 2026, to the Company / RTA to avail the beneficial rates, wherever applicable.

Sr. No.	Particulars	Withholding tax rate	Documents required (if any)/ Remarks
(1)	**(2)**	**(3)**	**(4)**
1	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Other Non-Resident members	20% (plus applicable surcharge and cess) or tax treaty rate, whichever is beneficial	FPI registration certificate in case of FIIs / FPIs. To avail beneficial rate of tax treaty following tax documents would be required: 1. Tax Residency certificate issued by revenue authority of country of residence of member for the year in which dividend is received. 2. PAN or declaration as per Rule 217 of the Income-Tax Rules, 2026 in a specified format. 3. E-filed Form 41 4. Self-declaration for non-existence of permanent establishment/ fixed base in India. (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident member and review to the satisfaction of the Company).

Notice (Contd.)

Sr. No.	Particulars	Withholding tax rate	Documents required (if any)/ Remarks
(1)	(2)	(3)	(4)
2	Indian Branch of a Foreign Bank	NIL	Lower tax deduction certificate u/s 395(1) of the Income-Tax Act, 2025 obtained from Income Tax Authority. Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank and the same will be included in taxable income of the branch in India. In case above documents are not made available, then Withholding tax will be at 35% (plus applicable surcharge and cess).
3	Availability of Lower / NIL tax deduction certificate issued by Income Tax Authority	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority.
4	Any non-resident member exempted from WHT deduction as per the provisions of the Income-Tax Act, 2025 or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc.	NIL	Necessary documentary evidence substantiating exemption from WHT deduction.
5	Benefits under Income Tax Rule 203	Rates based on the applicability of the Income-Tax Act, 2025 / DTAA (whichever is beneficial) to the beneficial owner	If the member e.g. clearing member / intermediaries / stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule 203(2) is provided regarding the beneficial owner, the Withholding tax will be deducted at the rates applicable to the beneficial shareholders. The documents as mentioned against Sr. No 1 to 4 in column (4) will be required in addition to the above declaration.

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Note:

No TDS will be deducted in case of resident individual members whose dividend does not exceed ₹ 10,000/-. However, where the PAN is not updated in Company / RTA / Depository Participant records or in case of an invalid PAN and cumulative dividend payment to individual member is more than ₹ 10,000/-, the Company will deduct TDS / Withholding tax u/s 393(1) with reference to Section 397(2) of the Income-Tax Act, 2025. All the members are requested to update their PAN with their Depository Participant (if shares are held in dematerialised mode) and Company / RTA (if shares are held in physical mode) against all their folio holdings on or before september 23, 2026.

25. SEBI, vide its master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024 read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR /2024/81 dated June 10, 2024 has mandated with effect from April 1, 2024, Dividend to security holders (holding securities in physical form) shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details, including mobile Number, bank account details and specimen signature ("KYC details") upon completion /submission of the requisite documents/details entirely.

    In this connection shareholders holding shares in Physical form are requested to update their PAN, KYC, Nomination details, if not provided earlier to M/s Purva Sharegistry (India) Private Limited, the RTA of the company, by submitting the following forms.

    i) Form ISR-1, request for registering PAN/KYC, bank Details or changes/updation thereof

    ii) Form ISR-2, confirmation of signature of shareholders by the banker.

    In case of any query/assistance, members are requested to contact the company's RTA M/s Purva Sharegistry (India) Private Limited, Shiv Shakti Industrial Estate, Unit No. 9, 7-B, J. R. Boricha Marg, Sitaram Mills Compound, Mumbai 400011, Tel: (022) 31998810/49614132, Email: support@purvashare.com

26. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/ deletion in such bank details. Further, any instructions previously provided by the Members in respect of shares held in physical form shall not be automatically applicable to the dividend payable on shares held in electronic (dematerialised) form. Members holding shares in electronic form are requested to provide/update their bank account details with their respective Depository Participant for receiving dividend directly into their bank account.

27. To avoid loss of dividend warrants in transit and undue delay in respect of receipt of dividend warrants, the Company has provided a facility to the Members for remittance of dividend through the Electronic Clearing System (ECS). Members holding shares in physical form and desirous of availing this facility are requested to contact the Company's Registrar and Transfer Agent, M/s Purva Sharegistry (India) Private Limited, Shiv Shakti Industrial Estate, Unit No. 9, 7-B, J. R. Boricha Marg, Sitaram Mills Compound, Mumbai 400011, Tel: (022) 31998810/49614132, Email: support@purvashare.com.

28. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transf erred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company within the stipulated timeline. Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in e-Form/ web form No. IEPF-5 available on www.iepf.gov.in. Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

29. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

30. The instructions for members for remote e-voting and joining general meeting are as under: -

    The remote e-voting period commences on **Saturday, 26th September 2026 at 9:00 a.m.** and ends on

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Tuesday 29th September 2026 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Wednesday, 23rd September, 2026, may cast their vote electronically.

The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e., Wednesday, 23rd September, 2026. A person whose name is recorded in the Register of Members or Register of Beneficial Owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting or e-voting system provided in the meeting. Those members, who will be present in the AGM through VC / OAVM facility and 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 e-voting system during the AGM.

Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Wednesday, 23rd September, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company/RTA. However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.

Only bona fide members of the Company whose name appear first on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	(i) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. (ii) Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

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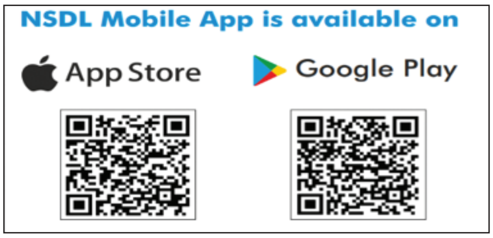
Type of Shareholders	Login Method
	(iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-Voting period. (iv) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

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ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial Password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, the homepage of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer (i.e. MR & Associates) by e-mail goenkamohan@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of HYPERLINK "http://www.evoting.nsdl.com" www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request Ms. Pallavi Mhatre, DVP, NSDL at HYPERLINK "mailto:evoting@nsdl.com" evoting@nsdl.com.

Process for those Shareholders whose email ids/mobile no. are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to sanmitracommercial@ymail.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to sanmitracommercial@ymail.com If

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you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Instructions for Members for E-Voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the 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 to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that 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.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at sanmitracommercial@ymail.com. The same will be replied by the company suitably.

Instructions for Shareholders/ Members to Speak (Speaker registration) during the Annual General Meeting:

1. Shareholders who would like to speak during the meeting must register their request by Wednesday, 23rd September, 2026 with the company on the email id sanmitracommercial@ymail.com in mentioning their name, demat account number/ folio number, e-mail id, mobile number created for the general meeting. Only those Shareholders who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.

2. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.

3. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

4. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

5. Shareholders attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Notice (Contd.)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NUMBER 4:

The existing Authorised Share Capital of the Company is Rs. 60,00,00,000/- (Rupees Sixty Crore only) divided into 6,00,00,000 (Six Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each.

In view of the increased fund requirements and future business expansion plans of the Company, the Board of Directors, at its meeting held on 07th September 2026, approved, subject to the approval of shareholders, to increase the Authorised Share Capital of the Company from Rs. 60,00,00,000/- (Rupees Sixty Crore only) divided into 6,00,00,000 (Six Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 65,00,00,000/- (Rupees Sixty-Five Crore only) divided into 6,50,00,000 (Six Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

In accordance with the provisions of the Companies Act, 2013, such an increase in Authorised Share Capital requires approval of the members of the Company. Consequently, Clause V of the Memorandum of Association of the Company need to be altered to reflect the increased Authorised Share Capital.

The revised Memorandum of Association incorporating the above change will be available for inspection by the members.

The Board recommends the passing of the Ordinary Resolution as set out in Item Number 4 of this Notice for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution mentioned in Item Number 4, except to the extent of their shareholding, if any.

Item no. 5

The Company had raised funds through issuance of securities on a preferential basis pursuant to the approval of the Members of the Company.

At the time of undertaking the preferential issue, the Company had identified specific objects for deployment of the cash proceeds, substantially comprising investments in its wholly owned subsidiary, Tandhan Polyplast Limited ("TPL"), towards capital expenditure, repayment of existing debt, working-capital requirements, issue-related expenses and general corporate purposes.

The approved utilisation of cash proceeds of the preferential issue was as follows:

Purpose / Object Approved Amount

Investment in TPL towards capital expenditure relating to new and existing projects ₹20,00,00,000

Repayment of existing debt of TPL which had been infused for its business purposes ₹20,00,00,000

Investment in TPL towards working-capital requirements and working-capital requirements of the Company ₹21,53,98,040

Expenses relating to the issue ₹11,80,000

General corporate purposes of the Company and its subsidiaries ₹20,50,00,000

Total₹82,15,78,040

The proceeds were accordingly deployed in / through TPL towards the approved objects.

Notice (Contd.)

Monitoring Agency Observation

Infomerics Valuation and Rating Limited, acting as the Monitoring Agency in relation to the preferential issue, has reviewed the utilisation of the issue proceeds.

The Monitoring Agency has recorded that the Company invested the relevant amounts in TPL in accordance with the objects of the issue. In its object-wise utilisation tables, the Monitoring Agency has stated that the expenditure is "in line with the object of the issue."

Further, the Statutory Auditor of the Company has, through its utilisation certificate, reported:

"No deviation / variation in use of funds raised."

The Monitoring Agency, however, separately observed that certain amounts deployed by TPL out of the funds received from the Company were utilised in transactions with entities falling within the applicable related-party framework, for which approval had been obtained at the level of TPL but had not been obtained at the listed-company level.

The observation of the Monitoring Agency therefore relates to the regulatory approval requirements applicable to certain related party transactions and not to any deviation or variation from the approved objects/end-use of the preferential issue proceeds.

PARTICULARS OF TRANSACTIONS IDENTIFIED BY THE MONITORING AGENCY

The transactions referred to in the Monitoring Agency Report aggregate to ₹14.92 crore and comprise the following:

Related Party	Nature of Transaction	Amount	Relevant Object
Jalan Sarees Private Limited	Security deposit in connection with lease of land and building used for TPL's factory premises	₹7.50 crore	General Corporate Purpose / business requirements
Tandhan Power Technologies Private Limited	Trade advance towards procurement of resins	₹3.12 crore	General Corporate Purpose / business requirements
Tandhan Exim Private Limited	Payment towards construction of industrial shed for TPL	₹4.30 crore	Capital Expenditure
Total		₹14.92 crore	

The security deposit paid to Jalan Sarees Private Limited relates to the lease arrangement for land and building used for TPL's factory premises.

The advance paid to Tandhan Power Technologies Private Limited represents a trade advance towards procurement of resins required for the business of TPL.

The payments made to Tandhan Exim Private Limited represent part-payments towards construction of an industrial shed for TPL and are capital in nature.

Accordingly, the above transactions relate to the business requirements and approved objects/end-use for which the preferential issue proceeds were raised and deployed.

NO DEVIATION OR VARIATION IN OBJECTS

The Board wishes to specifically clarify that:

1. there has been no diversion of the preferential issue proceeds;

2. there has been no deviation or variation from the objects approved by the Members;

Notice (Contd.)

3. the proceeds continued to be utilised towards capital expenditure, working-capital/business requirements and general corporate purposes falling within the approved objects;

4. the Statutory Auditor has certified that there is no deviation or variation in utilisation of the funds raised; and

5. the observation made by the Monitoring Agency relates to the applicable related-party transaction approval framework and not to the end-use or objects of the preferential issue.

Accordingly, the approval being sought under Item No. 5 does not constitute or involve any modification, alteration or variation of the objects of the preferential issue.

BACKGROUND TO RELATED PARTY CHARACTERISATION

At the time the preferential issue and its objects were originally approved, the relationship and circumstances relevant for determining the applicable related-party approval requirements were different.

Subsequently, there were changes in the relationship and composition of the respective Boards, including appointment of certain Directors, KMPs associated with TPL on the Board of the Company.

Consequently, the continuing arrangements and/or transactions undertaken pursuant to such arrangements attracted consideration under the applicable related-party transaction framework.

The Company has therefore considered it appropriate, as a measure of abundant caution, transparency and good corporate governance, to place the transactions identified by the Monitoring Agency before the Members for their approval/confirmation, to the extent applicable.

This action should not be construed as an admission by the Company that there was any diversion, deviation or variation in the utilisation of preferential issue proceeds.

ORDINARY COURSE AND ARM'S LENGTH

Based on the nature, purpose and terms of the transactions and the records placed before the Board, the transactions have been undertaken for the business requirements of TPL and have been represented as being in the ordinary course of business and on an arm's length basis.

The transactions include:

- leasing of factory premises;
- procurement-related trade advances; and
- construction of industrial infrastructure required for the operating business.

SUMMARY OF MATERIAL PARTICULARS

Particulars Details

Listed Entity Tandhan Industries Limited

Subsidiary undertaking the transactions Tandhan Polyplast Limited

Relationship Wholly Owned Subsidiary

Related parties concerned Jalan Sarees Private Limited; Tandhan Power Technologies Private Limited; Tandhan Exim Private Limited

Aggregate value of transactions identified by Monitoring Agency ₹14.92 crore

Notice (Contd.)

Source of funds Funds deployed in TPL out of proceeds of preferential issue raised by Tandhan Industries Limited

Purpose Capital expenditure / procurement / business requirements / general corporate purposes falling within approved objects

Whether there is any deviation from objects of preferential issue No

Whether there is any diversion of funds No

Statutory Auditor's conclusion No deviation / variation in use of funds raised

Reason for seeking Members' approval Monitoring Agency observation regarding applicability of listed-entity level RPT approval requirements

Ordinary course of business Yes

Arm's length basis Yes

Existing approval at subsidiary level Obtained, as applicable

Listed-company shareholder approval Being sought as a measure of abundant caution and good corporate governance, to the extent applicable

JUSTIFICATION FOR THE TRANSACTIONS

The Board is of the view that the transactions were undertaken in furtherance of the operating and business requirements of TPL and are consistent with the purpose for which the preferential issue proceeds had been raised and deployed.

The transactions facilitated, inter alia:

- availability of factory premises for TPL's manufacturing operations;
- procurement of raw materials required for its business; and
- creation of industrial infrastructure through construction of an industrial shed.

The Board therefore considers the transactions to be in the interest of TPL, the Company and the shareholders of the Company.

INTEREST OF DIRECTORS / KMP

Except Mr. Ankit Jalan, Mrs. Prachi Jalan and Mr. Daivik Jalan, and their respective relatives, who may be deemed to be concerned or interested in the Resolution by virtue of their relationship with the concerned entities and/or their position or association with the Company/TPL, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the Resolution, except to the extent of their shareholding, if any, in the Company.

VOTING BY RELATED PARTIES

Pursuant to the applicable provisions of Regulation 23 of the SEBI Listing Regulations, related parties shall not vote to approve the Resolution to the extent the voting restriction prescribed thereunder is applicable.

Regulation 23 requires shareholder approval for material RPTs and restricts related parties from voting to approve such resolutions.

BOARD RECOMMENDATION

The Board of Directors, after considering the nature and purpose of the transactions, the approved objects of the preferential issue, the utilisation of the proceeds and the observations of the Monitoring Agency, is of the opinion that the approval/confirmation proposed under Item No. 5 is in the interest of the Company and its Members.

The Board accordingly recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

ITEM NUMBER 6:

We wish to inform you that the Company has identified a need for infusion of additional funds to strengthen its capital base and to support the long-term growth and sustainability of its business. This strategic initiative is aimed at addressing both immediate and future funding requirements.

Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on 07th September 2026 in accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI ((ICDR)) Regulations and the SEBI (ICDR) Regulations as amended from time to time, issue and allotment of up to in one or more tranches, up to up to 63,99,720 (Sixty-Three Lakhs Ninety-Nine Thousand Seven Hundred and Twenty) Fully Convertible Warrants ("Warrants") of face value Rs. 10/- each at an issue price of Rs. 81/- (Rupees Eighty-One only) per Warrants, with each Warrant carrying a right to subscribe to 1 (one) Equity Share of face value Rs. 10/- (Rupees Ten only) each of the Company ("Equity Shares") at any time within a period of 18 (Eighteen) months from the date of allotment of such Warrants, total aggregating to Rs. 51,83,77,320/- (Rupees Fifty-One Crores Eighty- Three Lakhs Seventy-Seven Thousand Three Hundred Twenty only) on a preferential basis, in accordance with the SEBI ICDR Regulations and other applicable laws and on such terms and conditions as the Board may deem fit, in its absolute discretion, without requiring any further consent or approval of the Members.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI ((ICDR)) Regulations ") are as follows:

1. Objects of the Preferential Issue:

Amount in Rs.

Purpose for which issue proceeds is proposed to be utilized Tandhan Industries Limited

(Comp[any) Tandhan Polyplast Limited

(wholly-owned subsidiary)

Total

For funding capital expenditure requirements of the wholly owned subsidiary company. 0 51,83,77,320 51,83,77,320

Total0 51,83,77,320 51,83,77,320

The Company proposes to utilise the Issue Proceeds within 12 (twelve) months from the date of receipt of funds, in accordance with the objects of the Issue as stated above.

The current proposed total issue size does not exceed Rs. 100 Crore thus the provision of Regulation 162A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is not applicable.

Further, in terms of BSE Circular No. 20221213-47 dated December 13, 2022, the amounts allocated towards the aforementioned Objects may vary by ±10%, depending upon future circumstances, as the Objects are based on management estimates and other commercial and technical factors. Accordingly, the actual utilisation may be influenced by various financial, market, sectoral, operational and strategic considerations, competition and other external factors, which may not be within the control of the Company. The Board of Directors shall have the authority to make suitable modifications to the proposed schedule of utilisation of the Issue Proceeds, subject to compliance with applicable laws and regulations.

2. The total/maximum number of securities to be issued/particulars of the offer include terms of issue, issue size, date of passing of Board resolution /Kinds of securities offered and the price at which security is being offered number of securities to be issued and rate of dividend and pricing:

The Board of Directors of the Company at their meeting held on 07th September 2026 had, subject to the approval of the members of the Company ("Members") and such other approvals as may be required authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 63,99,720 (Sixty-Three Lakhs Ninety-Nine Thousand Seven Hundred and Twenty) Fully Convertible Warrants ("Warrants") of face value Rs. 10/- each at an issue price of Rs. 81/- (Rupees Eighty-One only) per Warrants, with each Warrant carrying a right to subscribe to 1 (one) Equity Share of face value Rs. 10/- (Rupees Ten only) each of the Company ("Equity Shares") at any time within a period of 18 (Eighteen) months from the date of allotment of such Warrants, total aggregating to Rs. 51,83,77,320/- (Rupees Fifty-One Crores Eighty- Three Lakhs Seventy-Seven Thousand Three Hundred Twenty only) on a preferential basis, in accordance with the SEBI ICDR Regulations and other applicable laws and on such terms and conditions as the Board may deem fit, in its absolute discretion, without requiring any further consent or approval of the Members.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are infrequently traded and are listed on the BSE Limited. The price has been determined in accordance with Regulation 165 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations").

The Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of Equity Shares is 31st August 2026, 30 days prior to the date of Passing of the Special Resolution in the AGM.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.

Pricing for allotment on preferential basis for allottees:

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 81/- (Rupees Eighty One only) per Equity Share which is not less than the price as determined by the registered valuer.

The valuation report of the Registered Valuer pursuant to Regulation 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link https://sanmitracommercial.com/disclosure-for-investors-reg-46-62-of-sebi-lodr/

4. Name and Address of Valuer who performed Valuation:

The valuation was conducted by Bhavesh M. Rathod, Chartered Accountant and Registered Valuer – SFA.

Office Address:

Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali (East), Mumbai, Maharashtra – 400101

Registered Address:

12D, White Spring, A Wing, Rivali Park Complex, Western Express Highway, Borivali (East), Mumbai – 400066

Notice (Contd.)

Contact Details:

Email: bhavesh@cabr.in

Mobile: +91 9769 11 34 90

The above information is also available on the Company's website at the following link https://sanmitracommercial.com/disclosure-for-investors-reg-46-62-of-sebi-lodr/

5. Amount which the Company intends to raise by way of issue of Warrants:

The company intends to raise and aggregate amount of Rs. 51,83,77,320/- (Rupees Fifty-One Crores Eighty- Three Lakhs Seventy-Seven Thousand Three Hundred Twenty only).

6. Material terms of issue of Warrants/ Convertible Warrants:

The issue of Warrants shall be subject to the following terms and conditions:

i. An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;

ii. Each Warrant held by the Proposed Warrant Allottees shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the "Warrant Exercise Period");

iii. The Warrants, being allotted to the Proposed Warrant Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;

iv. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;

v. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;

vi. The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;

vii. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;

viii. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

Notice (Contd.)

ix. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.

x. The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.

xi. The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.

xii. The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchange where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.

xiii. The Proposed Warrant Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

7. Principal terms of Assets charged as securities:

Not Applicable

8. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to

the offer:

The proposed issue is being made exclusively to the Promoters of the Company. Mr. Ankit Jalan, Mr. Anuj Jalan and Mr. Daivik Jalan are the Promoters of the Company and are proposed to subscribe to the Offer.

9. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding*	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
A	Promoters and Promoter Group Holding				
1	Indian				
	Individuals/Hindu undivided Family	3,23,82,249	65.06	3,87,81,969	69.04
2	Foreign				
	Sub Total (A)	3,23,82,249	65.06	3,87,81,969	69.04
B	Non-Promoter Holding				
1	Institutions				
1a	Institutions (Domestic)	-	-	-	
1b	Institutions (Foreign)	-	-	-	
2	Non – Institutions				

Notice (Contd.)

2a	Individuals (share Capital up to Rs. 2 lakhs)	76,831	0.15	76,831	0.14
2b	Individuals (share Capital in excess of Rs. 2 lakhs)	1,39,49,977	28.03	1,39,49,977	24.83
2c	Non-Resident Indians (NRIs)	3,76,992	0.76	3,76,992	0.67
2d	Bodies Corporate	3,03,050	0.61	3,03,050	0.54
2e	Any Other (specify)	26,83,401	5.39	26,83,401	4.78
	Sub-Total (B)	1,73,90,251	34.94	1,73,90,251	30.96
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
C	Non-Promoter – Non- Public	-	-	-	-
Grand Total (A+B+C)		4,97,72,500	100.00	5,61,72,220	100.00

*The Post-Issue Shareholding Percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.

10. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

The allotment of Convertible Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

11. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

The proposed preferential issue does not result in change in control of the Company.

12. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the financial year 2026-2027, the Company has not made allotment on preferential basis to any person.

13. Valuation for consideration other than cash:

Not applicable

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:

Not applicable.

15. Lock-in:

The Warrants and Equity Shares so to be allotted after conversion of warrants in to equity shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations. Further, the entire pre-preferential allotment shareholding of the Proposed Equity Allottees, if any, shall be locked-in as specified under Regulation 167(6) read with Regulation 158(5) of the SEBI ICDR Regulations.

Notice (Contd.)

16. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

17. Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the company website on the following link https://sanmitracommercial.com/disclosure-for-investors-reg-46-62-of-sebi-lodr/

18. Undertakings:

The Company hereby undertakes that:

i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;

ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;

iii. All the equity shares held by the Proposed Warrant Allottees in the company are in dematerialized form only;

19. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

20. Name and Identity of Proposed Warrant Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No. Name of the proposed allottee Pre- issue Category Name of the natural persons who are the ultimate beneficial owners Pre-Issue Holding No. of shares to be issued Shareholding post allotment of Equity Post- issue Category

No. of Equity Shares % of Holding No. of Equity Shares % of Holding

1. Anuj Jalan Promoter N.A. 1,38,84,087 27.90 23,99,895 1,62,83,982 28.99 Promoter

2. Ankit Jalan Promoter N.A. 1,32,86,582 26.69 23,99,895 1,56,86,477 27.93 Promoter

3. Daivik Jalan Promoter Group N.A. 15,00,000 3.01 15,99,930 30,99,930 5.52 Promoter Group

20 SEBI Takeover code:

In the present case, the proposed allotment of equity shares to the identified allottees is does not attract the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI (SAST) Regulations").

21. Holding of shares in demat form, non-disposal of shares by the Proposed Warrants Allottees and lock-in period of shares:

The entire shareholding of the Proposed Warrants Allottees in the Company, if any is held by them in dematerialized form. The Proposed Warrants Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Warrants Allottees have Permanent Account Number. The lock-in kindly refers to above point.

22. Compliances:

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

23. Other disclosures/undertaking

a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the SEBI Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.

d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

e) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.

f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

g) The Proposed Warrants Allottees have further confirmed that the Proposed Warrants Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

24. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Allotment is proposed to be made to Promoter and Non-Promoters.

Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

25. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company..

The Board of Directors of the Company is of the opinion that the proposed issue is in the best interests of the Company and its Members. Accordingly, the Board recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval by the Members.

Mr. Ankit Jalan, Mr. Anuj Jalan and Mr. Daivik Jalan, being the Promoters of the Company, are concerned or interested, financially or otherwise, in the proposed resolution to the extent of their proposed subscription to the Issue and their respective shareholding in the Company, if any.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

By Order of the Board of Directors
For Tandhan Industries Limited
(Formerly known as Sanmitra Commercial Limited)

Sd/-
Priti Priya Singh
Company Secretary & Compliance Officer
Membership No A54260

Date: 07th September, 2026

Registered Address:
13, Prem Niwas 652, Dr. Ambedkar Road,
Khar west, Mumbai, Maharashtra, India, 400052.
CIN: L22209MH1985PLC034963
Email Id: sanmitracommercial@ymail.com