SUGS LLOYD LIMITED
(Formerly) SUGS LLOYD PRIVATE LIMITED)
ISO 9001: 2015 CERTIFIED
Corporate Office: 2nd Floor Logix Park,
Plot No A4 and 5 Sector 16, Noida,
Uttar Pradesh, India, 201301
E mail: compliance@sugslloyds.com
Website: www.sugslloyds.com

Date: 07th September, 2026

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001.

Scrip Code: 544501 **Symbol: SUGSLLOYD**

Subject: Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"): Notice of the 17th Annual General Meeting ("17th AGM") of the Company

Dear Sir/Ma'am,

Pursuant to Regulations 30 and 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), please find enclosed the copy of **Notice of the 17th AGM** of the Company for the financial year 2025-26, scheduled to be held on **Wednesday, 30 September 2026 at 2:00 P.M. (IST)** through Video Conferencing/ Other Audio Visual Means (VC/ OAVM) facility.

The Notice of AGM is also being made available on the website of the Company at https://www.sugslloyds.com/

You are requested to take the above information on record.

Yours faithfully,
For Sugs Lloyd Limited

Nimmy Singh Chauhan
Digitally signed by Nimmy Singh Chauhan

Nimmy Singh Chauhan
Company Secretary & Compliance Officer

Place: Noida
Encl.: as above

NOTICE FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventeenth (17th) Annual General Meeting (the "AGM") of the Members of **Sugs Lloyd Limited** {Formerly Known as Sugs Lloyd Private Limited} (the "Company") will be held on Wednesday, 30th September 2026 at 02:00 P.M., through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue, the Venue of the meeting deemed to be the Registered Office of the Company at Office No-8B, CSC-I, Behind Narwana Appartments, New Delhi, India, 110092 ("deemed venue") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the:

a. Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2026, together with the Reports of the Board of Directors and Auditor thereon;

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

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

b. Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2026, together with the Report of the Auditors thereon.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

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

2. To approve the re-appointment of Mr. Kapil Dev Marwah (DIN: 08739679), who retires by rotation and being eligible, offers himself for re-appointment and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of section 152 and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kapil Dev Marwah (DIN: 08739679), Director of the Company, who retires by rotation and being eligible, be and is hereby reappointed as a Director of the Company."

SPECIAL BUSINESS:

3. Increasing the borrowing powers under section 180(1)(c) of the Companies Act, 2013 up to INR 600 crores

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c), Section 180(2) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee of the Board constituted or to be constituted to exercise the powers conferred by this Resolution) to borrow, from time to time, any sum or sums of money, in Indian Rupees or in any foreign currency, from any one or more banks, financial institutions, bodies corporate, companies, trusts, funds, agencies, persons or other eligible lenders, whether by way of term loans, working capital facilities, fund-based or non-fund-based facilities, issuance of debentures, bonds, commercial papers, external commercial borrowings or through any other permissible mode, whether secured or unsecured, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed and remaining outstanding at any point of time shall not exceed **₹600 crore (Rupees Six Hundred Crore only).**

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine and finalise the amount, source, manner, terms and conditions of such borrowings, including the rate of interest, repayment period, security, covenants and other terms, and to negotiate, finalise, execute and deliver all loan agreements, facility agreements, deeds, declarations, undertakings, instruments and other documents and to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable for giving effect to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this Resolution to any Committee of the Board, Director(s), Key Managerial Personnel or officer(s) of the Company, as it may consider appropriate, and to settle any question, difficulty or doubt that may arise in connection with the aforesaid borrowings."

4. To approve creation of mortgage, charge or other security under section 180(1)(a) of the companies act, 2013.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee of the Board constituted or to be constituted to exercise the powers conferred by this Resolution) to create, offer, provide or modify, from time to time, such mortgage, charge, hypothecation, lien, pledge, assignment or other encumbrance, in addition to the existing mortgages, charges or encumbrances, if any, on the whole or substantially the whole of any one or more undertakings of the Company and/or on all or any of the movable or immovable properties, tangible or intangible assets, current assets, receivables, book debts, rights, benefits and interests of the Company, both present and future, and wherever situated, in such form, manner, ranking and on such terms and conditions as the Board may deem fit, in favour of any banks, financial institutions, bodies corporate, trustees, security trustees, agents or other lenders, for securing the borrowings of the Company up to an aggregate principal amount not exceeding ₹600 crore (Rupees Six Hundred Crore only) outstanding at any point of time, together with interest, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, premia on prepayment or redemption, costs, charges, expenses and all other monies payable by the Company in respect of such borrowings.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate and finalise the terms and conditions of such security, mortgage, charge, hypothecation or other encumbrance and to execute and deliver all deeds, agreements, declarations, undertakings, security documents, instruments and writings and to do all such acts, deeds, matters and things as may be considered necessary, proper, expedient or desirable for giving effect to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this Resolution to any Committee of the Board, Director(s), Key Managerial Personnel or officer(s) of the Company, as it may consider appropriate, and to settle any question, difficulty or doubt that may arise in connection with the creation or modification of the aforesaid security."

5. **To Increase the Limit for Loans, Guarantees, Securities and Investments Under Section 186 of the Companies Act, 2013.**

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 Section 186 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the provisions of the Articles of Association of the Company and in supersession of all earlier resolutions passed in this regard, if any, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board to exercise its powers, including the powers conferred by this Resolution) to:

a) give any loan to any person or other body corporate;

b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and/or

c) acquire, by way of subscription, purchase or otherwise, the securities of any other body corporate,

from time to time, in one or more tranches, on such terms and conditions as the Board may consider appropriate and in the best interest of the Company, notwithstanding that the aggregate amount of the loans and investments so far made, the amount for which guarantees or securities have so far been given or provided, together with the loans, investments, guarantees or securities proposed to be made, given or provided, may exceed the limits prescribed under Section 186(2) of the Act, provided that the aggregate amount outstanding at any point in time shall not exceed ₹600 crore (Rupees Six Hundred Crore Only).

RESOLVED FURTHER THAT the aforesaid limit of ₹600 crore shall include any loans, guarantees or securities provided pursuant to the approval obtained under Section 185 of the Act and shall not be construed as an additional limit over and above the limit approved under this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the amount, nature, purpose, tenure, interest, consideration, security, repayment terms and other terms and conditions of each transaction; to obtain such approvals as may be required; to negotiate, finalise and execute all agreements, deeds, undertakings, declarations, security documents, writings and papers; and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to this Resolution.

6. **Approval For giving Loans or Guarantees or Providing Securities in connection with loan Under Section 185 Of the Companies Act, 2013**

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 Section 185(2), Section 186 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board to exercise its powers, including the powers conferred by this Resolution) to provide financial assistance to any subsidiary, associate, joint venture, group entity or any other person in whom any of the Directors of the Company is interested within the meaning of the Explanation to Section 185(2) of the Act (collectively referred to as the "Entities"), from time to time, in one or more tranches, by way of:

a) advancing any loan, including any loan represented by a book debt, to any of the Entities;
b) giving any guarantee in connection with any loan taken or to be taken by any of the Entities; and/or
c) providing any security in connection with any loan taken or to be taken by any of the Entities,

on such terms and conditions as the Board may consider appropriate and in the best interest of the Company, provided that the aggregate amount outstanding under this Resolution shall not exceed ₹600,00,00,000 (Rupees Six Hundred Crore Only) at any point in time.

RESOLVED FURTHER THAT the aforesaid limit shall form part of and shall not be in addition to the overall limit of ₹600 crore approved by the Members under Section 186

RESOLVED FURTHER THAT the loans, guarantees or securities shall be provided only for the principal business activities of the recipient Entity and shall not be used for any purpose prohibited under the Act or any other applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to evaluate each proposal; determine the amount, purpose, tenure, interest, security, repayment terms and other terms and conditions; negotiate, finalise and execute all agreements, deeds, declarations, undertakings, security documents and other writings; and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to this Resolution.

Date: 31.08.2026 — **For and on behalf of the Board of Directors**

Place: Noida — **Sugs Lloyd Limited**

Santosh Kumar Shah

(Managing Director)

DIN: 02248087

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), setting out all material facts concerning the special business set out in the accompanying Notice, is annexed thereto and forms part of the Notice. The Board of Directors, at its meeting held on Monday, 31 August 2026, considered the special business to be transacted at the Annual General Meeting ("AGM") as unavoidable.
2. The AGM is being convened through Video Conferencing / Other Audio-Visual Means ("VC/OAVM") in accordance with the Act, the rules made thereunder, General Circular No. 03/2025 dated 22 September 2025 issued by the Ministry of Corporate Affairs and other applicable circulars issued from time to time (collectively, "MCA Circulars"). The deemed venue of the AGM shall be the Registered Office of the Company.
3. The Notice and the Annual Report for the financial year ended 31st March 2026 are being sent in electronic mode to members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, as on01st September 2026and whose e-mail addresses are registered with the Company or Depository Participant(s). It is however clarified that, all members of the Company as on 01st September 2026 ("Cut-off Date") (including those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ Depository Participant(s) or any other reason) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice as elaborated in Note 17. All persons who are members of the Company as on Wednesday, 23 September 2026 ("Cut-off Date"), including members who may not have received the Notice because their e-mail address is not registered or for any other reason, shall be entitled to vote on the resolutions in accordance with the procedure stated in these Notes. Members may note that this Notice and Annual Report for the financial year 2025-26 will also be available on the website at (www.sugslloyds.com), BSE Limited (www.bseindia.com) and National Securities Depository Limited ("NSDL") (www.evoting.nsdl.com).
4. A member desirous of obtaining a physical copy of the Annual Report may send a request from the member's registered e-mail address to compliance@sugslloyds.com, mentioning the Folio No. or DP ID and Client ID. Additionally, In accordance with Regulation 36(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company shall send a letter containing the exact web-link and the path from which the complete Annual Report may be accessed to members whose e-mail address is not registered with the Company, RTA or Depository Participant(s).
5. Physical attendance of members has been dispensed with under the MCA Circulars and, accordingly, the facility for appointment of proxies under Section 105 of the Act will not be available for the AGM. The Proxy Form, Attendance Slip and Route Map are therefore not annexed to the Notice. However, authorised representatives of members may

be appointed in accordance with Sections 112 and 113 of the Act for participation through VC/OAVM and for voting through remote e-voting or e-voting during the AGM.

6. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings ("SS-2"), Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing to members the facility to vote by remote e-voting before the AGM and by e-voting during the AGM. The members, whose names appear in the Register of Members/ Register of Beneficial Owners as on Wednesday, 23rd September 2026, are entitled for e-Voting on the resolutions set forth in this Notice of the 17th AGM. NSDL will provide the facility for participation in the AGM through VC/OAVM and for e-voting. The route map is not annexed to this Notice of the 17th AGM.
7. Members may join the 17th AGM through VC/OAVM by following the procedure set out below. The joining facility will be opened 15 minutes before the scheduled start time and will remain open until 15 minutes after the scheduled start time. The VC/OAVM facility allows participation of at least 1,000 members on a first-come-first-served basis. Members holding 2% or more of the paid-up share capital, promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, auditors and other specified persons may attend without restriction on account of the first-come-first-served principle.
8. Attendance of members participating in the AGM through VC/OAVM using their login credentials shall be counted for determining the quorum under Section 103 of the Act.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 24 September 2026 to Wednesday, 30 September 2026 (both days inclusive).
10. Members whose e-mail address or KYC details are not registered or updated are requested to complete the same. Members holding shares in physical form should submit the applicable Investor Service Request forms, including Form ISR-1 and the prescribed supporting documents, to the Company/RTA. Members holding shares in dematerialised form should update their e-mail address and KYC details with their respective Depository Participant(s). Relevant forms and guidance may be accessed from the investor section of the Company's website.
11. SEBI has mandated that transfers of securities of listed companies shall be effected only in dematerialised form, subject to permitted exceptions. Members holding shares in physical form are advised to dematerialise their holdings to facilitate portfolio management and service requests.
12. The nomination facility under Section 72 of the Act is available to individual members. Members holding shares in physical form may register, vary, cancel or opt out of nomination by submitting the applicable Form SH-13, Form SH-14 or Form ISR-3, as the case may be, to the Company/RTA. Members holding shares in dematerialised form should approach their Depository Participant(s).
13. To prevent fraudulent transactions, members are advised to exercise due diligence and promptly notify the Company/RTA of any change in KYC particulars or the demise of a member. Members should not leave demat accounts dormant for long and should periodically verify their holdings through statements obtained from their Depository Participant(s).
14. Documents referred to in the Notice and the Explanatory Statement shall be available for inspection without fee at the Registered Office of the Company during normal business hours on working days, except Saturdays, up to and including the date of the AGM. Electronic copies will also be made available for inspection upon a request sent to compliance@sugslloyds.com.
15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, shall be made available at the commencement of the AGM and remain accessible to members during the meeting through the NSDL e-voting system.
16. Details required under Regulation 36(3) of the Listing Regulations and SS-2 in respect of directors seeking appointment or re-appointment at the AGM form an integral part of the Notice. The requisite declarations and disclosures have been obtained from such directors, wherever applicable.
17. General instructions for accessing and participating in the 17th AGM through VC/ OAVM facility and voting through electronic means including remote e-Voting:-

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Sunday, 27th September, 2026 at 10:00 A.M. and ends on Tuesday, 29th September, 2026 at 05:00 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. 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, being 23rd September, 2026.

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 and joining virtual meeting 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.	1. 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 or joining virtual meeting & voting during the meeting. 2. 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 or joining virtual meeting & voting during the meeting. 3. 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 4. 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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting.

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.

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 and joining virtual meeting 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:

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

<u>How to Log-in to NSDL e-Voting</u> website?

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'.
      (ii) If your email ID is not registered, please follow steps mentioned below in process for those

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

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, Home page 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 by e-mail to ppdkothari71@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 www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre – Deputy Vice President, NSDL at evoting@nsdl.com .

Process for those shareholders whose email ids 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 compliance@sugslloyds.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 compliance@sugslloyds.com . If you are an Individual shareholder 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.

THE 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.

ADDITIONAL 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 compliance@sugslloyds.com. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at compliance from Sunday, 27 Sep 2026 (10:00 AM IST) to Tuesday, 29 Sep 2026 (5:00 PM IST). Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM
7. Mr. Pramod Prasad Kothari, Practicing Company Secretary (Membership No. F7091), Proprietor of M/s. Pramod Kothari & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and votes cast through the e-Voting system during the meeting, are in a fair and transparent manner.
8. The Scrutinizer shall after the conclusion of e-Voting at the 17th AGM, first download the votes cast at the 17th AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, who shall then countersign and declare the result of the voting forthwith.
9. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company at www.sugslloyds.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The Results shall also be immediately forwarded to the stock exchanges where shares of the Company are listed i.e., BSE Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.3

The Company may, from time to time, require additional funds for meeting its working capital requirements, capital expenditure, execution of existing and future projects, expansion of business operations, refinancing of existing borrowings, general corporate purposes and other business requirements.

Section 180(1)(c) of the Companies Act, 2013 provides that the Board of Directors of a company shall exercise the power to borrow money, where the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, exceed the aggregate of its paid-up share capital, free reserves and securities premium, only with the consent of the Members by way of a Special Resolution.

Considering the present operations, anticipated business growth, project execution requirements and future funding needs of the Company, it is considered necessary to authorise the Board to borrow funds up to an aggregate amount not exceeding ₹600 crore (Rupees Six Hundred Crore only) outstanding at any point of time, excluding temporary loans obtained from the Company's bankers in the ordinary course of business.

The proposed limit of ₹600 crore shall include the existing borrowings of the Company outstanding from time to time and shall not be construed as a limit over and above the existing borrowings.

The Board of Directors considers the proposed borrowing limit to be in the interest of the Company and accordingly recommends the Special Resolution set out at Item No. 03 of this Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO.4

The Company may be required to borrow funds from banks, financial institutions and other eligible lenders for meeting its working capital requirements, capital expenditure, execution of projects, expansion of business operations, refinancing of existing borrowings, general corporate purposes and other business requirements.

The lenders may require such borrowings to be secured by way of mortgage, charge, hypothecation, lien, pledge, assignment or other encumbrance over the movable and/or immovable properties, assets, rights and undertakings of the Company, both present and future. Such security may cover the whole or substantially the whole of one or more undertakings of the Company.

Pursuant to Section 180(1)(a) of the Companies Act, 2013, the Board of Directors may sell, lease or otherwise dispose of the whole or substantially the whole of an undertaking of the Company only with the consent of the Members by way of a Special Resolution. The creation of security over the whole or substantially the whole of an undertaking of the Company may fall within the scope of the said provision.

Accordingly, the approval of the Members is sought to authorise the Board to create or modify mortgages, charges, hypothecations or other encumbrances over the properties, assets and undertakings of the Company for securing the borrowings of the Company up to an aggregate principal amount not exceeding ₹600 crore (Rupees Six Hundred Crore only) outstanding at any point of time, together with interest and other monies payable in connection with such borrowings.

The Board of Directors considers the proposed authorisation to be in the interest of the Company and accordingly recommends the Special Resolution set out at Item No. 4 of this Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO.5

In order to make optimum use of the funds available with the Company and to achieve its long-term strategic and business objectives, the Company may be required, from time to time, to make investments in other bodies corporate or to provide financial assistance by way of loans, guarantees or securities to subsidiaries, joint ventures, associate companies, other bodies corporate or persons.

The financial assistance may be required for working-capital requirements, capital expenditure, execution of EPC, renewable-energy, solar and power infrastructure projects, participation in tenders, furnishing of bid, performance or bank guarantees, acquisition of securities, expansion of business operations and other business purposes.

Pursuant to Section 186(2) of the Act, a company shall not, directly or indirectly:

a) give any loan to any person or other body corporate;

b) give any guarantee or provide security in connection with a loan to any other body corporate or person; or

c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, unless the same is previously authorised by a Special Resolution passed by the Members.

Considering the present and future business requirements of the Company, the Board proposes to obtain approval of the Members for undertaking such transactions up to an aggregate outstanding amount of ₹600 crore at any point in time. The proposed limit is an enabling limit and does not mean that the entire amount will be deployed immediately.

Every specific transaction shall be separately evaluated and approved by the Board in accordance with the applicable provisions of the Act. Any loan shall carry interest at a rate not lower than the prevailing yield of the one-year, three-year, five-year or ten-year Government Security closest to the tenor of the loan, as required under Section 186(7) of the Act.

The Company shall obtain the prior approval of the concerned public financial institution wherever required under Section 186(5) of the Act and shall make the prescribed disclosures in its financial statements and maintain the statutory register.

The Directors and Key Managerial Personnel of the Company and their relatives may be deemed concerned or interested in the Resolution to the extent of their directorship, membership, shareholding or other interest in any recipient entity. Save as aforesaid, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the Resolution.

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

ITEM NO.6

Section 185(2) of the Act permits a company to advance any loan, including a loan represented by a book debt, or give any guarantee or provide any security in connection with a loan taken by any person in whom any of the Directors of the Company is interested, subject to:

a) passing of a Special Resolution by the Members;

b) disclosure in the explanatory statement of the particulars of the proposed financial assistance, its purpose and other relevant facts; and

c) utilisation of the loan by the borrowing company for its principal business activities.

The Company may, from time to time, be required to provide financial assistance by way of loans, guarantees or securities to its subsidiaries, associates, joint ventures, group entities or other entities in which one or more Directors of the Company may be deemed interested under the Explanation to Section 185(2) of the Act.

Such assistance may be required for capital expenditure, working-capital requirements, purchase of fixed assets, execution of EPC, renewable-energy, solar and power infrastructure projects, participation in tenders, furnishing of bid, performance or bank guarantees, expansion of business operations and other principal business activities of the recipient Entities.

The aggregate amount of the loans, guarantees and securities proposed to be provided pursuant to this Resolution shall not exceed ₹600 crore outstanding at any point in time and shall form part of the overall limit approved by the Members under Section 186 of the Act.

As on the date of this Notice, no specific transaction has been finalised. Each proposal shall be carefully evaluated by the Board on its merits, commercial requirements, financial position of the recipient Entity, purpose of utilisation, repayment capacity and overall interest of the Company.

The financial assistance may be provided through deployment of internal accruals, available funds, permitted borrowings or any other appropriate source. Loans shall carry interest in compliance with Section 186(7) of the Act and shall be utilised by the borrowing Entity only for its principal business activities.

The Directors and Key Managerial Personnel of the Company and their relatives may be deemed concerned or interested in the Resolution to the extent of their directorship, membership, shareholding or other interest in any recipient Entity. Save as aforesaid, none of the other Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Special Resolution set out at Item No. 06 for approval of the Members.

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 17TH ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

Particulars	Details
Name of the Director	Mr. Kapil Dev Marwah
DIN	08739679
Date of Birth and Age	5 October 1964; 61 years
Qualification	Higher Secondary
Brief resume, experience and nature of expertise in specific functional areas	Mr. Kapil Dev Marwah is having 10 years of experience . He has a track record in managing and executing construction projects. He leads our Company's core team, driving business growth and advancement.
Date of first appointment on the Board	23 February 2022
Present designation and category	Executive Director, liable to retire by rotation
Terms and conditions of re-appointment	Re-appointment as a Director liable to retire by rotation. His existing tenure as Executive Director up to 10 June 2029 and the other terms and conditions of his appointment, including remuneration, shall remain unchanged and continue in accordance with the approvals already granted.
Remuneration sought to be paid	No change in the existing remuneration.
Remuneration last drawn	₹ 2,40,000 during the financial year 2025-26
Number of Board Meetings attended during the financial year 2025-26	21 out of 21 Board Meetings held
Shareholding in the Company, including shareholding as a beneficial owner	05 Equity Shares
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Mr. Kapil Dev Marwah is not related to any Director, Manager or Key Managerial Personnel of the Company.
Directorships held in other companies	Sugs Lloyd Staffing Private Limited
Names of other listed entities in which he holds directorship	Nil
Membership/Chairmanship of committees of the Board of other companies	Nil
Names of listed entities from which he has resigned as a Director during the preceding three years	Nil
Skills and capabilities required for the role	Experience in construction and EPC project execution, project management, operational administration, team coordination and timely delivery of projects.
Information required under BSE/SEBI circulars concerning debarment from holding the office of Director	Mr. Kapil Dev Marwah is not debarred from holding the office of Director pursuant to any order issued by SEBI, the Ministry of Corporate Affairs or any other competent regulatory authority.
Item number of the Notice	Item No. 2

Mr. Kapil Dev Marwah has furnished the requisite consent and declarations to the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board considers that the continued association of Mr. Kapil Dev Marwah would be beneficial to the Company and accordingly recommends the Ordinary Resolution set out under Item No. 2 of the Notice for approval of the Members.

Except Mr. Kapil Dev Marwah and his relatives, to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out under Item No. 2 of the Notice.