August 31, 2026

BSE Limited
Listing Compliance
P. J. Towers
Dalal Street
Mumbai 400 001

Dear Sirs,

*Scrip Code: 500014*

We have already informed you that the 40th Annual General Meeting of the Company is scheduled to be held on Wednesday, September 23, 2026 at 2:30 p.m. through Video Conferencing/Other Audio-Visual Means.

In this behalf, pursuant to Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we attach herewith the Notice of the 40th Annual General Meeting.

Thanking you.

Yours truly,
For Utique Enterprises Limited

Company Secretary

UTIQUE ENTERPRISES LIMITED MUMBAI

Encl.: a/a

# UTIQUE
## ENTERPRISES LIMITED

**40TH ANNUAL REPORT 2025-2026**

## REGISTERED OFFICE

603 Lodha Supremus
453 Senapati Bapat Marg
Lower Parel, Mumbai 400 013
CIN: L52100MH1985PLC037767
Tel.: 91-22-4619 8172
Email: info@utique.in
www.utique.in

## BOARD OF DIRECTORS

Mr. Jayanty Rama Krishna Sarma
Mr. Mahesh Raghavan Menon
Ms. Vidhi Bipin Mandaliya
Mr. Pravin Rohidas Vast

## AUDITORS

Chaturvedi & Shah LLP
Chartered Accountants

## REGISTRAR & TRANSFER AGENT

**Bigshare Services Private Limited**
Office No.S6-2, Floor 6, Pinnacle Business Park
Next to Ahura Centre, Mahakali Caves Road
Andheri (East), Mumbai 400 093
Phone: +91-022- 6263 8200
Email: investor@bigshareonline.com
Website: www.bigshareonline.com

## 40TH ANNUAL GENERAL MEETING

On Wednesday, September 23, 2026 at 2:30 p.m.
through Video Conferencing/Other Audio-Visual Means

# NOTICE

NOTICE is hereby given that the 40th Annual General Meeting ("AGM") of the Members of Utique Enterprises Limited will be held on Wednesday, September 23, 2026 at 2:30 p.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business:-

**ORDINARY BUSINESS**

1. *To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and the Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:-*

   "RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. *To appoint Mr. Jayanty Rama Krishna Sarma, who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:-*

   "RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Jayanty Rama Krishna Sarma (DIN: 00088327), who retires by rotation at this Annual General Meeting, be and is hereby appointed as a Director of the Company."

**SPECIAL BUSINESS**

3. *To re-appoint Mr. Jayanty Rama Krishna Sarma as a Whole-Time Director of the Company and, in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:-*

   "RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, approval of the Members be and is hereby accorded to re-appoint Mr. Jayanty Rama Krishna Sarma (DIN: 00088327) as a Whole-Time Director of the Company, designated as an Executive Director, for a period of 5 (five) years, on expiry of his present term of office i.e. with effect from September 27, 2026, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination & Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit subject to the same not exceeding the limits specified under Section 197, read with Schedule V to the Act.

   AND THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**NOTES**

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No.03/2025 dated September 22, 2025 in continuation of its earlier Circulars on the subject ("the MCA Circulars") has permitted companies to conduct AGM through VC/OAVM, subject to compliance of various conditions mentioned therein.

   In compliance with the MCA Circulars, applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder, and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 40th AGM of the Company is being convened and conducted through VC/OAVM.

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

   The Company has engaged Bigshare Services Private Limited for facilitating voting through electronic means i.e. remote e-Voting and voting at the AGM.

2. In terms of Section 102 of the Act and the Secretarial Standard on General Meetings (SS-2), an Explanatory Statement setting out the material facts concerning business to be transacted at the AGM is annexed and forms part of this Notice.

3. Pursuant to the provisions of Section 105 of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. As this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, facility for appointment of proxies by Members will not be available for the AGM and, therefore, Proxy Form and Attendance Slip are not annexed to this Notice.

4. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 17, 2026 to Wednesday, September 23, 2026 (both days inclusive).

5. Corporate Members intending to send their Authorized Representatives to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting, are requested to send a certified copy of Board Resolution authorizing their representative to the email address of the Company i.e. info@utique.in

6. Members may also note that Notice of the AGM and the 40th Annual Report 2025-2026 will be available on the Company's website www.utique.in

7. Members holding securities in dematerialized form are requested to notify any change in their Postal Address, Bank Account details or Email Address to their respective DP and those holding shares in physical form are requested to notify the Company's Registrar & Transfer Agent at the following address:-

   Bigshare Services Private Limited
   Office No. S6-2, Floor 6, Pinnacle Business Park
   Next to Ahura Centre, Mahakali Caves Road
   Andheri (East), Mumbai 400 093
   Phone: +91-022-6263 8200
   Email: investor@bigshareonline.com
   Website: www.bigshareonline.com

8. Members holding securities in single name and physical form are advised to make nomination in respect of their shareholding in the Company. Form No. SH-13, prescribed by the Central Government for this purpose can be obtained from the Company's Registrar & Share Transfer Agent, Bigshare Services Private Limited at their address given hereinabove.

9. The SEBI, vide its Circular No.SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, Circular No.SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, Circular No.SEBI/HO/MIRSD-POD-1/P/CIR/2023/37 dated March 16, 2023, Circular No. SEBI/HO/MIRSD/POD1/P/CIR/ 2024/37 dated May 7, 2024, Circular No.SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025, and Circular No.HO/38/13/(4)2026 MIRSD_PoD/I/4298/2026 dated February 6, 2026 has mandated Members holding securities in physical form to submit PAN, Postal Address, Email Address, Mobile Phone, Bank Account Details, Nomination Details and Specimen Signature in specified Forms. Members may access the said Forms on the Company's website www.utique.in

   The SEBI has, vide its aforesaid Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 and Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025, and Circular No. HO/38/13/(4)2026-MIRSD_PoD/I/4298/2026 dated February 6, 2026 mandated that the security holders (holding securities in physical form), whose Folio(s) are not updated with the KYC details (any of the details, viz. PAN, Choice of Nomination, Contact Details, Mobile Number, Bank Account Details and Specimen Signature, if any) shall be eligible for any payment including Dividend, Interest or Redemption in respect of such Folio(s), only through electronic mode with effect from April 1, 2024.

   In compliance with the SEBI guidelines, the Company has sent direct communication intimating about the submission of above details to all the Members holding securities in physical form.

10. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended from time to time, and read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, and Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025, and Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026 transfer of securities of the Company, including transmission and transposition requests, shall not be processed unless the securities are held in the dematerialized form with a Depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.

11. As per the SEBI Circular No.HO/38/13(3)2026 MIRSDPOD/I/3763/2026 dated January 30, 2026, the requirement of issuance of a Letter of Confirmation by the Company/ RTA has been dispensed with for the aforesaid investor service requests with effect from April 2, 2026. Accordingly, securities will be credited directly to the shareholder's Demat Account upon submission of latest Client Master List with duly filled Demat Conversion Request Form to the RTA. In view of the same and to eliminate the risks associated with physical shares and to avail of various benefits of dematerialisation, Members are advised to dematerialize the shares held by them in physical form. Members may contact the Company or RTA, for assistance in this regard.

    The relevant FAQs published by the SEBI can be accessed on its website: https://www.sebi.gov.in

12. In compliance with the MCA Circulars referred to above, Notice of the AGM along with the 40th Annual Report 2025-2026 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of AGM as well as the 40th Annual Report 2025-2026 will also be available on the Company's website www.utique.in, website of BSE Limited www.bseindia.com and on the website of Bigshare Services Private Limited www.ivote.bigshareonline.com

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

14. Information pursuant to Regulations 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) with respect to the Director seeking appointment/reappointment at the AGM are furnished in the Annexure to this Notice. The Director has furnished the requisite consents/declarations for his appointment/reappointment.

15. Members seeking any information with regard to the financial statements or any other matters relating to the AGM, are requested to write well in advance to the Company on info@utique.in

16. 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 the Directors are interested, under Section 189 of the Act, will be available in electronic form for inspection by the Members during the AGM. All documents referred in the Notice will be available in electronic form for inspection. Members seeking to inspect such documents electronically can send an email to info@utique.in

17. As the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.

18. Mr. Umesh P. Maskeri, Practicing Company Secretary (ICSI Membership No. FCS 4831, COP No.12704) has been appointed as the Scrutinizer to conduct the remote e-Voting process and voting at the AGM, in a fair and transparent manner.

19. In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management & Administration) Rules, 2014 [including amendments thereto] and the Listing Regulations, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting services.

    (i) The facility of casting the votes by Members using an electronic voting system from a place other than venue of the AGM ("remote e-Voting") will be provided by Bigshare Services Private Limited (Bigshare e-Voting System).

    (ii) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or voting at the AGM.

    (iii) In case of joint-holders attending the AGM, only such joint-holder who is higher in the order of names, will be entitled to vote.

    (iv) The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.utique.in and on the website of Bigshare Services Private Limited www.ivote.bigshareonline.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately notified to BSE Limited.

**The instructions to shareholders for e-Voting and joining AGM are as under:-**

(i) The e-Voting period begins on Sunday, September 20, 2026 at 9:00 a.m. and ends on Tuesday, September 22, 2026 at 5:00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, September 16, 2026, may cast their vote electronically. The e-Voting module shall be disabled by Bigshare for voting thereafter.

(ii) Shareholders who have already voted prior to the AGM date would not be entitled to vote at the AGM.

(iii) Pursuant to SEBI Circular No.SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-Voting Service Providers ("ESPs") providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and Passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to all the Demat Account Holders, by way of a single login credential, through their Demat Accounts/ websites of Depositories /Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

(iv) In terms of the SEBI Circular No.SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by listed entities, individual shareholders holding securities in demat mode are allowed to vote through their Demat Account maintained with Depositories and Depository Participants. The shareholders are advised to update their Mobile Number and email Id in their Demat Accounts in order to access e-Voting facility.

1. Pursuant to the aforesaid SEBI Circular, the Login method for e-Voting and joining the AGM for **individual shareholders holding securities in Demat mode** with CDSL/NSDL is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | 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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then use your existing my easi username and password.<br>2) After successful login, the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting Service Provider and you will be redirected to i-Vote website 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 Provider i.e. BIGSHARE, so that the user can visit the e-Voting Service Providers' website directly.<br>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/ Registration/EasiRegistration<br>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a link https://evoting.cdslindia.com/Evoting/EvotingLogin<br>The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-Voting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. |
| Individual Shareholders holding securities in demat mode with NSDL Depository | 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' Section. A new screen will open. You will have to enter your User Id and password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining the AGM and e-Voting during the AGM.<br>2) If the user is 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<br>3) 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 16 digit Demat Account Number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository website wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining the AGM and e-Voting during the AGM.<br>4) 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, Verification Code and generate OTP. Enter the OTP received on registered email address/Mobile Number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote (e-Voting website) for casting your vote during the remote e-Voting period or joining the AGM and e-Voting during the AGM. |
| 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. After successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting Service Provider website for casting your vote during the remote e-Voting period or joining the AGM and e-Voting during the AGM. |

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

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

| Login Type | Helpdesk details |
|---|---|
| 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 22 55 33 |
| 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.co.in or call 022-4886 7000 |

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat Mode and Physical Mode is given below:**

   You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com

- Click on "LOGIN" button under the "INVESTOR LOGIN" Section to Login on e-Voting Platform.
- Please enter your 'USER ID' (User Id description is given below) and 'PASSWORD' which is shared separately on you register email address.
  - o Shareholders holding shares in CDSL Demat Account should enter 16 Digit Beneficiary ID as User Id
  - o Shareholders holding shares in NSDL Demat Account should enter 8 Character DP ID followed by 8 Digit Client ID as User Id.
  - o SShareholders holding shares in physical form should enter Event Number + Folio Number registered with the Company as User Id.

  Note: If you have not received any User Id or Password, please email from your registered email address or contact i-Vote Helpdesk Team. (Email address and contact number are mentioned in Helpdesk Section).
- Click on I AM NOT A ROBOT (CAPTCHA) option and login.

  NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing User Id and Password to login.
- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot Your password' ?
- Enter "User Id" and "Registered email ID" Click on I AM Enter "User Id" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'.

  (In case a shareholder is having valid email address, Password will be sent to his/her registered email address).

**Voting method for shareholders on i-Vote e-Voting portal:**

- After successful login, Bigshare e-Voting system page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you desire to vote under the dropdown option.
- Click on "VOTE NOW" option, which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option "IN FAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A Confirmation Box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote, you will receive a Confirmation Message on Display Screen and you will also receive an email on your registered email address. During the voting period, Members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is cast, it cannot be changed subsequently.
- Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.

3. **Custodian registration process for i-Vote e-Voting Website:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "REGISTER" under "CUSTODIAN LOGIN", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After successful registration, a message will be displayed with User Id and a Password will be sent via email on your registered email address.

  NOTE: If a Custodian has registered on a e-Voting system https://ivote.bigshareonline.com and/or voted on an earlier event of any company, then they can use their existing User Id and Password to login.
- If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on 'Forgot your Password'.
- Enter "User Id" and "Registered email ID", Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'RESET'.

  (In case a Custodian is having valid email address, Password will be sent to his / her registered email address).

**Voting method for Custodian on i-Vote e-Voting portal:**

- After successful login, Bigshare e-Voting system page will appear.

**Investor Mapping:**

- First you need to map the investor with your User Id under "DOCUMENTS" option on custodian portal.
  - o Click on "DOCUMENT TYPE" dropdown option and select document type Power of Attorney.
  - o Click on Upload Document "CHOOSE FILE" and upload Power of Attorney or Board Resolution for respective investor and click on "UPLOAD".

    Note: The Power of Attorney or Board Resolution has to be named as the "InvestorID.pdf" (mention Demat Account Number as Investor Id.)
  - o Your investor is now mapped and you can check the file status on display.

**Investor vote File Upload**:

- To cast your vote, select "VOTE FILE UPLOAD" option from left-hand side menu on Custodian Portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "UPLOAD". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is cast, it cannot be changed subsequently).
- Custodian can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on custodian portal.

**Helpdesk for queries regarding e-Voting:**

| Login Type | Helpdesk Details |
|---|---|
| Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode. | In case shareholders/investors have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under Download Section or you can email us to ivote@bigshareonline.com or call us at: 022-6263 8200 / 022-6263 8338 / 75060 71172. |

**4. Procedure for joining AGM through VC/OAVM:**

For shareholder other than individual shareholders holding shares in Demat mode and physical mode is given below:

- The Members may attend the AGM through VC/OAVM at https://ivote.bigshareonline.com under Investor login by using the e-Voting credentials (i.e. User Id and Password).
- After successful login, Bigshare e-Voting system page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on Investor Portal.
- Select event for which you desire to attend the AGM under the dropdown option.
- For joining the AGM, you need to click on "VOTE NOW" "VC/OAVM" link placed beside of "VIDEO CONFERENCE LINK" option.

**The instructions for Members for e-Voting on the day of the AGM are as under:-**

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the AGM. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- Only those Members/Shareholders, 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 in the AGM.
- 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.

**Helpdesk for queries regarding virtual meeting:**

In case shareholders/ investors have any queries regarding the AGM, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call at: 1800 22 54 22 / 022-6263 8200 / 022-6263 8338 / 75060 71172.

**EXPLANATORY STATEMENT**

Pursuant to Section 102(1) of the Companies Act, 2013 ("the Act")

Item No.3

The Board of Directors of the Company ("Board"), at its meeting held on May 28, 2026 has, subject to the approval of Members, re-appointed Mr. Jayanty Rama Krishna Sarma (DIN: 00088327) as a Whole-Time Director, designated as an Executive Director, for a period of 5 (five) years from the expiry of his present term i.e. effective September 27, 2026, on the terms and conditions as recommended by the Nomination & Remuneration Committee of the Board.

Broad particulars of the terms of appointment and remuneration payable to Mr. Sarma are as under:-

Term - 5 (five) years effective September 27, 2026.

Salary including perquisites and other allowances not exceeding Rs.33,00,000 per annum.

Gratuity: As per the rules of the Company.

The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income-tax Act, 2025 or any rules thereunder and in the absence of such rules, perquisites and allowances shall be evaluated at actual cost.

Any increment in salary, perquisites and allowances payable to Mr. Sarma, as may be determined by the Board and/or the Nomination & Remuneration Committee of the Board, shall be in addition to remuneration stated above.

Expenses incurred for travelling, boarding and lodging for Mr. Sarma during business trips and provision of car for use on the Company's business and communication expenses shall be reimbursed at actuals and not considered as perquisites.

The overall remuneration payable every year to Mr. Sarma by way of salary, perquisites and allowances shall not exceed the limits specified under Section 197 of the Act read with Schedule V to the Act.

Where in any financial year during the term of office of Mr. Sarma as the Whole-Time Director, the Company has no profits or its profits are inadequate, the Board shall be entitled to pay Mr. Sarma such remuneration not exceeding the limits specified under Section II of Part II of Schedule V to the Act, including any statutory modification(s) or re-enactment thereof, for the time being in force.

General:-

a. The Whole-Time Director shall perform such duties as shall from time to time be entrusted to him by the Board, subject to superintendence, guidance and control of the Board.

b. The Whole-Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions of Section 166 of the Act with regard to duties of Directors.

c. The Whole-Time Director shall adhere to the Company's Code of Conduct.

d. The office of the Whole-Time Director may be terminated by the Company or by him by giving 1 (one) month's prior notice in writing.

Mr. Sarma satisfies all the conditions set out in Part I of Schedule V to the Act as also the conditions set out in Section 196(3) of the Act for his re-appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Sarma under Section 190 of the Act.

The details of Mr. Sarma, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the Annexure to the Notice.

Mr. Sarma will attain the age of 70 (seventy) on July 9, 2027. The Company has diversified into commodity business and invested surplus funds in Mutual Funds under the leadership of Mr. Sarma. As a result, the Company's profitability has improved. Also, the Company has been maintaining good governance standards.

Mr. Sarma has to his credit over 49 years of vast experience in Banking, Treasury, Corporate Laws, Finance, Audit, Secretarial and general administration areas. He has had wide experience in manufacturing as well as services sectors. It would be, therefore, in the interest of the Company that Mr. Sarma continues to lead the Company even after he attains the age of 70 (seventy) years. Accordingly, approval of the Members is sought for passing the resolution proposed at Item No.3 as a Special Resolution in terms of Section 196(3) of the Act.

Mr. Sarma is interested in the resolution set out at Item No.3 of the Notice.

The relatives of Mr. Sarma may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

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

The Board commends the Special Resolution as set out at Item No.3 at the Notice for approval by the Members.

By the Order of the Board

**P. B. Deshpande**
*Company Secretary*
Mumbai, August 14, 2026

***Registered Office*:**
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## ANNEXURE TO THE NOTICE DATED AUGUST 14, 2026

Particulars of Director seeking appointment pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2

| | |
|---|---|
| Name | Mr. Jayanty Rama Krishna Sarma |
| Age | 69 years |
| Qualifications | M.A. (Economics), AICWA, ACS |
| Experience (including expertise in specific functional areas)/ Brief Resume | Mr. Sarma has to his credit over 49 years' experience in various areas ranging from Accounts, Audit, Treasury, Banking, Taxation, Corporate Laws and Commodities Trading. |
| Terms and Conditions of Appointment | As explained in Explanatory Statement No.3 |
| Remuneration (including sitting fees, if any) last drawn (FY 2025-2026) | Remuneration ₹ 26,88,000 paid during the financial year 2025-2026. |
| Remuneration proposed to be paid | Mr. Sarma shall be paid salary including perquisites and other allowances not exceeding Rs.33,00,000 per annum. |
| Date of first appointment on the Board | April 5, 2018 |
| Shareholding in the Company including shareholding as a Beneficial Owner as on March 31, 2026 | Nil |
| Relationship with other Directors/ Key Managerial Personnel | Not related to any Director/ Key Managerial Personnel. |
| Number of meetings of the Board attended during the financial year 2025-2026 | 5 |
| Directorship of other Boards as on March 31, 2026 | None |
| Membership/Chairmanship of Committees of other Boards as on March 31, 2026 | None |
| Listed entities from which the Director has resigned in the past 3 (three) years | None |