UMA EXPORTS LTD
CIN : L14109WB1988PLC043934

September 4, 2026

Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Bandra Kurla Complex,
Mumbai-400051

Symbol: UMAEXPORTS

Listing Department,
BSE Limited
P.J. Towers,
Dalal Street
Mumbai-400001

Scrip Code: 543513

Dear Sir / Madam,

Sub: **Notice of the 38th Annual General Meeting (AGM) of the Company for FY 2025-26**

With reference to the above subject and pursuant to Regulation 30 of SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III , we are enclosing herewith Notice of the 38th AGM of the Company scheduled to be held on Saturday, September 26, 2026 at 11.30 A.M (IST) via Video Conference ("VC") / Other Audio Visual Means ("OAVM"). The said Notice forms part of the Annual Report 2025-26 of the Company.

The said Notice of AGM is also available on the website of the Company at www.umaexports.net/images/pdf/notices/Notice%20of%20AGM%202026.pdf.

This is submitted pursuant to Regulation 30 read with Para A, Part A of Schedule III of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Kindly take the above information on records and disseminate.

Thanking you,

Yours faithfully
For Uma Exports Limited

SRITI SINGH ROY
Digitally signed by SRITI SINGH ROY
Date: 2026.09.04 19:59:37 +05'30'

Sriti Singh Roy
Company Secretary & Compliance Officer
Membership No. A42425

Flat No. 16, 1st Floor, Ganga Jamuna Apartment
28/1, Shakespeare Sarani, Kolkata - 700 017
West Bengal, India

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NOTICE OF AGM

NOTICE is hereby given that the 38th Annual General Meeting of the members of **UMA EXPORTS LIMITED** will be held on Saturday, September 26, 2026 at 11.30 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the:

   - Audited Standalone Annual Financial Statements of the Company for the financial year ended 31st March, 2026 and the Reports of the Board of Directors and the Auditors' thereon; and

   - Audited Consolidated Annual Financial Statements of the Company for the financial year ended 31st March, 2026, and the Report of the Auditors' thereon.

2. To appoint a director in place of Mr. Mrinmoy Kasyapi (DIN: 03437254) Director, who retires by rotation and being eligible, offers himself for re-appointment.

3. To re-appoint M/s. Mamta Jain & Associates, Chartered Accountants, (Firm Registration No.: 328746E), as the Statutory Auditors of the Company for a period of 5 years.

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

   "RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Mamta Jain & Associates, Chartered Accountants (Firm Registration No.: 328746E), be and is hereby re-appointed as the Statutory Auditors of the Company for a period of five consecutive years, i.e. from the conclusion of this 38th AGM till the conclusion of the 43rd AGM of the Company, to be held in the calendar year 2031, at such annual remuneration, together with applicable taxes and reimbursement of out of pocket expenses, as may be determined by the board of directors, based on the recommendations of the Audit Committee and in consultation with the Statutory Auditors.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the remuneration of the Statutory Auditors, based on the recommendation of the Audit Committee and also authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s), to give effect to the aforesaid resolution."

SPECIAL BUSINESS:

4. Re appointment of Mr. Rakhesh Khemka (DIN: 00335016) as Managing Director of the Company and revision in his remuneration payable to him.

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

   "**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V to theCompanies Act, 2013, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"] and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to clauses of Article of Association of the company, based on the recommendation of NRC (Nomination and Recommendation Committee) and the approval and recommendation of the Board of Directors of the company, the approval of the members be and is hereby accorded for the re-appointment of Mr. Rakhesh Khemka (DIN: 00335016) as Managing Director, for a period of 5 (five) years with effect from July 7, 2026, on the terms and conditions including revision in remuneration as set out below with liberty to the Board of Directors to vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and that he shall be liable to retire by rotation;

   A. BASIC SALARY: Rs. 2,00,000/- per month.

   B. PERQUISITES:

   Category A:

1. Medical Reimbursement for self and family as per the rules of the Company.
2. Leave Travel Reimbursement of domestic & foreign along with family as per the rules of the Company.

Category B:

1. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company.
2. Encashment of leave as per the rules of the Company.

Category C:

1. Car, telephone at residence and mobile phone for use on Company's business.

RESOLVE FURTHER THAT the above revised remuneration as approved, shall be payable to Mr. Rakhesh Khemka w.e.f. April 1, 2026.

RESOLVED FURTHER THAT the above terms and conditions may be altered, modified or varied including the remuneration as approved above, in such manner as may be agreed to between the Board and Mr. Rakhesh Khemka.

RESOLVED FURTHER THAT during the tenure of Mr. Rakhesh Khemka, the remunerations as approved hereby shall be paid to him as a minimum remuneration in compliance with the limits specified in Section II of Part II of Schedule V of the Companies Act, 2013, as may be applicable for the time being in force.

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

5. Re appointment of Mr. Manmohan Saraf (DIN: 07246524) as an Executive Director & CFO of the Company.

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

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V to theCompanies Act, 2013, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"] and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to clauses of Article of Association of the company, based on the recommendation of NRC (Nomination and Recommendation Committee) and the approval and recommendation of the Board of Directors of the company, the approval of the members be and is hereby accorded for the re-appointment of Mr. Manmohan Saraf (DIN: 07246524) an Executive Director & CFO, for a period of 5 (five) years with effect from August 18, 2026, on the terms and conditions as set out below with liberty to the Board of Directors to vary the terms and conditions of the said appointment as it may deem fit and that he shall be liable to retire by rotation;

A. BASIC SALARY: Rs. 1,25,000/- per month.

B. PERQUISITES:

Category A:

3. Medical Reimbursement for self and family as per the rules of the Company.
4. Leave Travel Reimbursement of domestic & foreign along with family as per the rules of the Company.

Category B:

B. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company.

C. Encashment of leave as per the rules of the Company.

Category C:

2. Car, telephone at residence and mobile phone for use on Company's business.

RESOLVED FURTHER THAT the above terms and conditions may be altered, modified or varied including the remuneration as approved above, in such manner as may be agreed to between the Board and Mr. Manmohan Saraf.

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

6. Re-appointment of Mr. Vivek Parasramka (DIN: 09228514) as an Independent Director of the Company for a second term of five consecutive years.

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Vivek Parasramka (DIN: 09228514), who was appointed as an Independent Director of the Company and who is eligible for re-appointment and has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and the applicable regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from July 7, 2026 up to July 6, 2031.

   RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorised to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

7. Re-appointment of Mrs. Suman Agarwal (DIN: 09228585) as an Independent Director of the Company for a second term of five consecutive years.

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, Mrs. Suman Agarwal (DIN: 09228585), who was appointed as an Independent Director of the Company and who is eligible for re-appointment and has submitted a declaration confirming that she meets the criteria of independence under Section 149(6) of the Act and the applicable regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from July 7, 2026 up to July 6, 2031.

   RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorised to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

8. **Re-appointment of Mrs. Priti Saraf (DIN: 09227422) as an Independent Director of the Company for a second term of five consecutive years.**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, Mrs. Priti Saraf (DIN: 09227422), who was appointed as an Independent Director of the Company and who is eligible for re-appointment and has submitted a declaration confirming that she meets the criteria of independence under Section 149(6) of the Act and the applicable regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from July 7, 2026 up to July 6, 2031.

   RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorised to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

9. **To increase the Authorised Share Capital of the company and consequent amendment in the Memorandum of Association.**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013 read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, including any statutory modifications or re-enactment's thereof, for the time being in force and applicable provisions of Articles of Association of the company, the consent of the members of the Company, be and is hereby accorded to the increase in the authorized share capital of the Company, from existing Rs 40,00,00,000/- (Rupees Forty Crore Only.) Divided into 4,00,00,000 (Four Crore) Equity Shares of Rs. 10/- each to Rs.57,00,00,000 /- (Rupees Fifty Seven Crores Only) divided into 5,70,00,000 (Five Crore andSeventy Lakhs Only) Equity shares of Rs. 10/- by creation of additional 1,70,00,000 equity shares of Rs.10/- each, ranking pari-passu with the existing shares of the Company.

RESOLVED FURTHER THAT pursuant to Sections 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded to alter the Memorandum of Association (MOA) of the Company by substituting the existing clause V of the MOA with the following new clause V:

"V. The Authorised Share Capital of the Company is Rs.57,00,00,000 /- (Rupees Fifty Seven Crores Only) divided into 5,70,00,000 (Five Crore andSeventy Lakhs Only) equity shares of Rs.10/- each with the rights and conditions attached thereto as provided by the Articles of Association of the Company for the time being, with powers to divide the shares in the Capital into different classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being."

RESOLVED FURTHER THAT Board of Directors of the Company, be and is hereby authorized to do all such necessary actions, deeds and things to give effect to the above resolution."

10. To approve the issuance of equity shares/ warrants convertible into equity shares to the proposed allottees, on a preferential basis.

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

"**RESOLVED THAT** pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, ("the Act") and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), including any statutory modification(s) or re-enactment(s) thereof from time to time, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof from time to time ("Listing Regulations"), and in accordance with all other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India, Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI"), or any other statutory/ regulatory authorities and subject to such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such terms and conditions, alteration and modifications as may be imposed or prescribed by any of them while granting such approvals, permissions, consents or sanctions, if any, and which may be accepted by the Board of Directors of the Company ("Board", which term shall be deemed to include Management Committee of the Board of Directors), the consent of the shareholders of the Company be and is hereby accorded to the Board (which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), to offer, issue and allot up to 2,25,00,000 (Rupees Two Crore Twenty-Five Lakh Only) warrants, each convertible into or exchangeable for 1 (One) fully paid-up equity share of the Company of face value of Rs. 10 (Rupees Ten only) ("Warrants"), at a price of Rs 24.16/- (Rupees Twenty Four and sixteen paise only) per equity share aggregating to Rs 54,36,00,000 /- (Rupees Fifty-Four Crore Thirty Six Lakhs Only)("Total Issue Size") to the following persons belonging to promoter group and public category category on preferential basis upon such terms and conditions as may be deemed appropriate by the Board in accordance with the provisions of Companies Act, 2013, SEBI ICDR Regulations and other applicable laws:

Name	Category of Investor	Maximum No. of Equity shares/ Warrants to be offered
Sweta Khemka	Promoter Group	25,00,000
Uma Agro Exports Private Limited	Promoter Group	25,00,000
Jiya Ajay kumar Gupta	Non-Promoter	14,00,000
Nishtha Ajay Kumar Gupta	Non-Promoter	14,00,000
Amit Kumar Jai Prakash Gupta	Non-Promoter	7,00,000
Arun Gupta	Non-Promoter	7,00,000
Gaurav Ghanshyamdas Gupta	Non-Promoter	7,00,000
Hemant Shivlal Gupta	Non-Promoter	7,00,000

Name	Category of Investor	Maximum No. of Equity shares/ Warrants to be offered
Krishankant Tarachand Gupta	Non-Promoter	7,00,000
Madanlal Hiralal Gupta	Non-Promoter	7,00,000
Mahesh **Kant** Gupta	Non-Promoter	6,00,000
Sheela Ghanshyamdas Gupta	Non-Promoter	6,00,000
Shuchi Gaurav Gupta	Non-Promoter	6,00,000
Surendra Tarachand Gupta	Non-Promoter	6,00,000
Vijay Gupta	Non-Promoter	6,00,000
Hetal Doshi	Non-Promoter	7,00,000
Kavya Doshi	Non-Promoter	7,00,000
Shashank Doshi	Non-Promoter	7,00,000
Tej Doshi	Non-Promoter	7,00,000
Aditya Swapnil Kawli	Non-Promoter	5,00,000
Aishwarya Swapnil Kawli	Non-Promoter	5,00,000
Swapnil Kashinath Kawli	Non-Promoter	9,00,000
Juhi Swapnil Kawli	Non-Promoter	9,00,000
Vinayak Shashıkant Pagare	Non-Promoter	2,00,000
Ketan Vikas Shingote	Non-Promoter	2,00,000
Apurva Mithani HUF	Non-Promoter	5,00,000
Pratiksha Singh	Non-Promoter	5,00,000
Shashindra Omprakash Singh	Non-Promoter	5,00,000
Total		**2,25,00,000**

The issue price has been determined based on the **higher of the valuation as per the valuation report dated 20 August 2026 and the valuation as on the Relevant Date, i.e., 27 August 2026**, as applicable under the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the issue price for the Preferential Issue of the Equity Shares is August27th, 2026 ("Relevant Date"), being the date 30 days prior to the date of this Extra Ordinary General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants and the resultant equity shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions:

1. A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the SEBI ICDR Regulations. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.

2. The Warrant Holder(s) shall, subject to ICDR and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion.

3. Each Warrant shall be convertible into One Equity Share of face value of Rs.10/- of the Company. On exercise of option to convert the Warrants, the Company shall, without any further approval from shareholders of the Company, issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant Holder and perform such actions as required to credit the Equity Shares to the demat account of the allottee and entering the name of allottee in the records of the Depository.

4. The said Warrants shall be issued and allotted by the Company within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending for approval by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.

5. The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.

6. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

7. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company.

8. The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations.

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

10. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contracts (Regulation) Rules, 1957.

11. In the event the Warrant Holder(s) does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse, and the upfront amount paid by the Warrant holder on such Warrants shall stand forfeited by Company.

12. The Warrants by themselves, until exercise of the conversion and allotment of Equity Shares, do not give the Warrant Holder any voting rights akin to that of shareholders of the Company.

13. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including voting rights, right to receive dividend and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company with the existing fully paid-up Equity Shares of face value of Rs. 10/-(Rupees Ten only) each of the Company.

14. The Warrants and Equity Shares allotted on conversion of such Warrants to Promoter/ Promoter Group will be transferable within the Promoter and Promoter Group of the Company, as per applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, subject to the provisions of the Companies Act, 2013 and SEBI ICDR Regulations, without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to BSE and National Stock Exchange of India Limited for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

August 20, 2026
Registered Office:
Ganga Jamuna Apartment
28/1, Shakespeare Sarani, 1st Floor
Kolkata 700017
Tel: 03322811397
Email: cs@umaexports.net.in
Website: http://www.umaexports.net
CIN: L14109WB1988PLC043934

By order of the Board
For Uma Export Limited

Sriti Singh Roy
Company Secretary & Compliance Officer
Membership No. A42425

NOTES:

1. Pursuant to the latest General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") read with Master Circular No.SEBI/HO/CFD-PoD2/CIR/P/0155 dated 11th November 2024 and other applicable circulars issued by Securities and Exchange Board of India ("SEBI") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

2. A statement giving relevant details of the directors seeking appointment/ reappointment under Item No. 3 of the accompanying notice, as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed herewith as Annexure-I.

3. The Explanatory Statement setting out material facts concerning the business under Item Nos. 3 to 10 of the Notice is annexed hereto. *[Section 102 of the Companies Act, 2013 ("Act")]*

4. Pursuant to the provisions 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. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed **CS Md. Shahnawaz, Practicing Company Secretary (ACS No. 21427, CP No. 15076)** as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

5 Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to msassociates16@gmail.com with a copy marked to evoting@nsdl.co.in.

6. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Members can login and join the AGM 30 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors at the AGM, shall be without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.

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

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

10. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/ folio number, email id, mobile number at cs@umaexports.net.inThe same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only 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.

11. The Registers of Members and Share Transfer Books of the Company will remain closed from **Saturday, September 12, 2026 to Friday, September 18, 2026 (both days inclusive)** for the purpose of annual closure of books.

12. In accordance with SEBI LODR (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018

notified on June 07, 2018 and further notification dated 30/11/2018 any request for physical transfer of shares shall not be processed w.e.f April 01,2019.

13. Since the 38th AGM will be held through VC/ OAVM pursuant to the Circulars, the proxy form, attendance slip and route map have not been annexed to this Notice.

    Further, in compliance with SEBI vide its circular SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

    i. Issue of duplicate share certificate

    ii. Claim from unclaimed suspense account

    iii. Renewal/Exchange of securities certificate

    iv. Endorsement

    v. Sub-division / splitting of securities certificate

    vi. Consolidation of securities certificates/folios

    vii. Transmission

    viii. Transposition

    For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of MAS Services Ltd, Registrar and share transfer agent (RTA) The aforementioned form shall be furnished in hard copy form.

    Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

14. The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03, 2021 read with circular dated December 14, 2021 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from 1st January 2022.Registrar will not process, any service requests or complaints received from the member until unless above KYC and nomination will not be completed by shareholder and such shareholders holding will be fridge by RTA on or after 1st April 2023.

    The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

    i. PAN; (using ISR-1)

    ii. Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;

    iii. Contact details including Postal address with PIN code, Mobile Number, E-mail address;

    iv. Bank Account details including Bank name and branch, Bank account number, IFS code;

    v. Specimen signature. (using ISR-2)

    Any cancellation or change in nomination shall be provided in Form No.SH-14

    All of above required documents/details to be sent at the address of registered office of the RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company or RTA website i.e www.masserv.com.

    In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.

    A separate communication has already been sent to the respective shareholders.

15. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2025- 26 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 calling AGM along with the explanatory statement and Annual Report 2025-26 are available on the website of the Company at www.umaexports.net and on the website of the Stock Exchange

i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at https://www.nseindia.com/ and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in Financial Express (English Edition) and Ekdin (Bengali Edition).

16. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Mas Services Limited, Company's Registrar and Share Transfer Agents ("RTA") (Tel. No. 011 26387281/82/83) for assistance in this regard.

17. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.

18. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company / RTA if the shares are held by them in physical form.

19. For receiving all future correspondence (including Annual Report) from the Company electronically –

    In case you have not registered your email ID with the Company/ Depositary, please follow below instructions to register your email ID for obtaining Annual Report for FY 2025-2026 and login details for e-voting.

    Physical Holding

    Send a signed request letter to Registrar and Transfer Agents of the Company, MAS Services Limited at investor@masserv.com providing Folio Number, Name of the 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) with subject line (Register E-mail ID Folio No (Mention Folio No) of Uma Exports Limited.

    Demat Holding

    Please contact your Depositary Participant (DP) and register your email address as per the process advised by DP.

20. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the AGM and Annual Report may get themselves registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communications through e-mail going forward.

    Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website http://www.umaexports.net/ , websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com andand on the website of NSDL https://www.evoting.nsdl.com

21. In line with the measures of "Green Initiatives", the Act provides for sending Notice of the AGM and all other correspondences through electronic mode. Hence, Members who have not registered their email IDs so far with their depository participants are requested to register their email ID for receiving all the communications including Annual Report, Notices etc., in electronic mode. The Company is concerned about the environment and utilises natural resources in a sustainable way.

22. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e Friday, September 11, 2026, such person may obtain the User ID and Password from RTA by e-mail request on investor@masserv.com.

23. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

24. The Company has not paid any dividend in past, thus, details of the amount of dividend which remained unpaid/unclaimed for a period of 7 years and due for transfer to IEPF is not applicable to the Company.

    Further, pursuant to the provisions of Section 124(6) of the Act read with the relevant Rules made thereunder, as there is no equity shares on which dividend has not been paid or claimed for seven (7) consecutive years or more, no shares are due for transfer to the IEPF as notified by the Ministry of Corporate Affairs.

25. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no/email ID with their respective depository participants.

26. SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/ Real Time Gross Settlement (RTGS)/ Direct Credit/NEFT etc. In the absence of ECS facilities, the Company will print the bank account details if available, on the payment instrument for distribution of dividend.

    In order to receive the dividend without loss of time, the Members holding shares in physical form are requested to submit particulars of their bank accounts along with the original cancelled cheque bearing the name of the Member to the RTA, MAS Services Limited/Company to update their bank account details and all the eligible shareholders holding shares in demat mode are requested to update with their respective DPs, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and Mobile No(s).

    Members holding shares in physical form may communicate these details to the RTA viz. MAS Services Limited having address at RTA i.e. MAS Services Limited, having address at T-34 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020, by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their Permanent Account Number ('PAN') card.

    This will facilitate the remittance of the dividend amount as directed by SEBI in the bank account electronically. Updation of e-mail IDs and Mobile No(s) will enable the Company in sending communication relating to credit of dividend, un-encashed dividend, etc.

    The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members.

27. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.

28. **Instructions for e-voting and joining the AGM are as follows:**

    In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice 38th Annual General Meeting (AGM) through electronic voting system, to members holding shares as on Friday, September 11, 2026 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-AGM.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard -2 on General Meetings]

Name of the Director	**Mr. Mrinmoy Kasyapi**	**Mr. Rakhesh Khemka**	**Mr. Manmohan Saraf**
DIN	03437254	00335016	07246524
Date of Birth	10/03/1976	22/08/1974	27/01/1976
Age	49	52	50
Date of Appointment	28/07/2025	01/08/1994	27/01/1976
Qualification	Bachelor's degree	Bachelor's degree	B.Com & Chartered Accountant (CA)
Experience and Expertise	He has a Bachelor's degree and having experience in executing Government tenders.	His expertise, skill and knowledge have elevated the organization to greater heights.	24 years of experience in the field of Administration, Business administration, Accounts and Finance.

Number of Meetings of the Board attended during the financial year (2025-26)	10 out of 10 meetings	10 out of 10 meetings	10 out of 10 meetings
List of Directorship/ Membership / Chairmanship of Committees of other Board	• Subho Sai Food And Consumers PrivateLimited • Subho Sai Infra Engineering Private Limited • Subho Sai Exim Agro Private Limited • Brainpower Consultants Private Limited	• Shivkrishna Vincom Private Limited • Pakhi Commercial Private Limited • Uma Agri Solutions Private Limited • Swastik Oil Refinery Private Limited • Agrocomm Trading Company Private Limited • Uma Agro Exports Private Limited • Mohan Traders Private Limited • Uma E Vehicle Private Limited	• Swastik Oil Refinery Private Limited
Membership / Chairmanship of Committees of Other Board:	Nil	Nil	Nil
Shareholding in the Company	NA	79,87,500 shares (23.62%)	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA	Not related to any Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Directors, Manager and other Key Managerial Personnel of the Company
Terms and Conditions of appointment or re-appointment along with details of remuneration, if any to be paid and the remuneration last drawn	Being liable to retire by rotation	Being liable to retire by rotation Last Drawn remuneration: Rs 2,00,000/- pm	Being liable to retire by rotation Last Drawn remuneration: Rs 1,25,000/- Pm

Name of the Director	**Mr. Vivek Parasramka**	**Mrs. Suman Agarwal**	**Mrs. Priti Saraf**
DIN	09228514	09228585	09227422
Date of Birth	19/11/1976	21/12/1977	16/091987
Age	50	49	39
Date of Appointment	07/07/2021	07/07/2021	07/07/2021
Qualification	Bachelor's degree	Bachelor’s degree	Bachelor’s degree
Experience and Expertise	He is an enterprising businessman and brings vast experience and expertise.	She has an experience of over 10 years as an educator.	She has worked as a freelancer and has expertise in the field of Accounts and Finance and Income Tax.
Number of Meetings of the Board attended during the financial year (2025-26)	10 out of 10 meetings	10 out of 10 meetings	10 out of 10 meetings

List of Directorship/ Membership / Chairmanship of Committees of other Board	Nil	Nil	Nil
Membership / Chairmanship of Committees of Other Board:	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Director of the Company	Not related to any Director of the Company	Not related to any Director of the Company
Terms and Conditions of appointment or re-appointment along with details of remuneration, if any to be paid and the remuneration last drawn	Not liable to retire by rotation	Not liable to retire by rotation	Not liable to retire by rotation

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

The remote e-voting period begins on Tuesday, September 15, 2026 at 9:00 A.M. and ends on Thursday, September 17, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 11, 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 Friday, September 11, 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. 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 options available against company name or **e-Voting service provider – NSDL** and you will be re-directed to NSDL e-Voting website 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 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 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 held 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 options available against company name or **e-Voting service provider - 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 Speed_e**" facility by scanning the QR code mentioned below **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. Existing users who have opted for Easi / Easiest, they can login through their 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 arehttps://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
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.Once 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 options available against company name or **e-Voting service provider-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 above mentioned 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 atevoting@nsdl.co.in or call at toll free no.: 1800 1020 990and1800 22 44 30
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 022-23058738 or 022-23058542-43

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

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

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

Your User ID is:

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 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.co.in 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 General 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 msassociates16@gmail.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 022 – 4886 7000or send a request to Amit Vishal at evoting@nsdl.co.in

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 cs@umaexports.net.in.
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 cs@umaexports.net.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.

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 link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General 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 cs@umaexports.net.in. The same will be replied by the company suitably.

General Instructions

i. 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 as well as voting at the AGM through ballot paper.

ii. CS Md. Shahnawaz, Practicing Company Secretary (Membership No. ACS- 21427 & CP No. 15076) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

iii. The members, who are present VC / OAVM at the AGM but have not cast their votes during the remote e-voting period, shall be allowed to cast their voting through evoting.

iv. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence ofat least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company http://www.umaexports.net/and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited and National Stock Exchange of India Limited.

August 20, 2026
Registered Office:
Ganga Jamuna Appartment
28/1, Shakespeare Sarani, 1st Floor
Kolkata 700017
Tel: 03322811397
Email: cs@umaexports.net.in
Website: http://www.umaexports.net/
CIN: L14109WB1988PLC043934

By order of the Board
For Uma Export Limited

Sriti Singh Roy
Company Secretary & Compliance Officer
Membership No. A42425

ANNEXURE TO THE NOTICE

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

ITEM NO. 3

As per the provisions of Section 139 of the Companies Act, 2013 and Rule 6 of the Companies (Audit and Auditors) Rules, 2014, every listed ompany shall appoint or re- appoint an audit firm as auditor for a maximum of 2 terms of 5 consecutive years.

The shareholders in their 38th Annual General Meeting held on September 26, 2026, had approved the appointment of M/s. Mamta Jain & Associates, Chartered Accountants (Firm Registration No.: 328746E), as the Statutory Auditors of the Company for a period of five consecutive years from the conclusion of its 38thAnnual General Meeting ("AGM") till the conclusion of the 43rd AGM to be held in the calendar year 2031. As their first term as Statutory Auditors of the Company will be completed at the conclusion of the ensuing 38thAGM, it is proposed to seek shareholders' approval for their re-appointment for a second term of 5 consecutive years, i.e., to hold office from the conclusion of the ensuing 38th AGM till the conclusion of the 43rd AGM of the Company, to be held in the calendar year 2031.

Based on the expertise, experience, and performance of M/s. Mamta Jain & Associates, the Audit Committee, at its meeting held on May 30, 2026, recommended to the Board of Directors their re-appointment as Statutory Auditors of the Company. While making its recommendation, the Audit Committee has taken into consideration, inter alia, the firm's extensive experience in audit services, deep understanding of the Company's business and operations, strong technical capabilities, adherence to high standards of audit quality, independence and effectiveness of its performance during the first term.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on May 30, 2026, subject to the approval of the shareholders of the Company, approved the re-appointment of M/s. Mamta Jain & Associates as the Statutory Auditors of the Company to hold office from the conclusion of the ensuing 38th AGM till the conclusion of the 43rdAGM of the Company, to be held in the year 2031.

M/s. Mamta Jain & Associates has given its consent to act as the Statutory Auditors of the Company and has confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act, 2013.

Accordingly, the approval of the shareholders is being sought by way of an Ordinary Resolution, as set out at Item No. 3 of this Notice, for the re-appointment of M/s. Mamta Jain & Associates as the Statutory Auditors of the Company. The Board of Directors recommends the Ordinary Resolution set forth as Item No. 3 of the notice for approval by the shareholders.

None of the directors and/or key managerial personnel of the Company, including their relatives, are interested or concerned in the resolution.

ITEM NO. 4

Mr. Rakhesh Khemka, aged 52 years is presently designated as Managing Director of the Company is associated with the Company since 1994. He is guiding force for our Company to establish and attain business objectives since the inception of our Company. His expertise, skill and knowledge have elevated the organization to greater heights.

The tenure of Mr. Rakhesh Khemka as Managing Director of the Company shall expire on July 6, 2026.

In appreciation of contributions of Mr. Rakhesh Khemka (DIN: 00335016), Managing Director, the Board of Directors of the Company has proposed to re-appoint him as Managing Director of the Company for a further period of 5 (years) years from July 07, 2026 to July 06, 2031. Further the Board has also recommended to revise the remuneration payable to him. The arrears, if any, shall be paid to him upon receiving the approval from shareholders of the Company through AGM.

Further, pursuant to the provisions of Sections 117(3), 197, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of appointment shall be placed for the approval of the members. The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 7 (SS-2) issued by the Institute of Company Secretaries of India relating Mr. Rakhesh Khemka has been provided in a separate section of this Notice.

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

The members are informed that the aggregate of the remuneration, as stated in the resolution, are payable to Mr. Rakhesh Khemka, as minimum remuneration, in case the Company's profits are inadequate in any financial year during currency of the term of Mr.

Rakhesh Khemka. Further, the Board may altered, modified or varied the terms and conditions including the remuneration as approved hereby, in such manner as may be agreed to between the Board and Mr. Rakhesh Khemka, subject to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013

Details of Mr. Rakhesh Khemka pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this AGM.

Mr. Rakhesh Khemka is interested in the resolution set out at Item No. 3 of this AGM with regard to his appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 3 of this Postal Ballot Notice for approval by the members .

A brief resume of Mr. Rakhesh Khemka and a statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013, is attached herewith and marked as annexure A

ITEM NO.5

Mr. Manmohan Saraf (DIN: 07246524), aged 49 years is presently designated as Wholetime Director and CFO of the Company is associated with the Company since 2021. He holds a bachelor's degree in commerce from Calcutta University. He cleared his final examination held by the Institute of Chartered Accountant in the year 2003 and is an associate member of the Institute of Chartered Accountants of India.

The tenure of Mr. Manmohan Saraf as Wholetime Director of the Company shall expire on August 17, 2026.

In appreciation of contributions of Mr. Manmohan Saraf, the Board of Directors of the Company has proposed to re-appoint him as Wholetime Director and CFO of the Company for a further period of 5 (three) years from August 18, 2026 to August 17, 2031.

Further, pursuant to the provisions of Sections 117(3), 197, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of appointment shall be placed for the approval of the members. The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 7 (SS-2) issued by the Institute of Company Secretaries of India relating Mr. Manmohan Saraf has been provided in a separate section of this Notice.

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

The members are informed that the aggregate of the remuneration, as stated in the resolution, are payable to Mr. Manmohan Saraf, as minimum remuneration, in case the Company's profits are inadequate in any financial year during currency of the term of Mr. Manmohan Saraf. Further, the Board may altered, modified or varied the terms and conditions including the remuneration as approved hereby, in such manner as may be agreed to between the Board and Mr. Manmohan Saraf, subject to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013

Details of Mr. Manmohan Saraf pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this AGM.

Mr. Manmohan Saraf is interested in the resolution set out at Item No. 5 of this Notice with regard to his appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 5 of this Notice for approval by the members.

A brief resume of Mr. Manmohan Saraf and a statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013, is attached herewith and marked as annexure A

ITEM NO.6

Mr. Vivek Parasramka (DIN: 09228514) was appointed as an Independent Director of the Company for a first term of five consecutive years commencing from July 7, 2021 up to July 6, 2026, in accordance with the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), wherever applicable.

Based on the recommendation of the Nomination and Remuneration Committee and considering his knowledge, experience, expertise, integrity and valuable contribution to the deliberations and decision-making process of the Board, the Board of Directors, at its meeting held on July 04, 2026, approved and recommended the re-appointment of Mr. Vivek Parasramka as an Independent Director of the Company for a second term of five consecutive years commencing from July 7, 2026 up to July 6, 2031, subject to the approval of the Members by way of a Special Resolution.

The Company has received from Mr. Vivek Parasramka:

- his consent to act as a Director in Form DIR-2;
- a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, wherever applicable;
- a declaration confirming compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 relating to registration with the Independent Directors' Databank;
- a declaration that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India, the Ministry of Corporate Affairs or any other statutory authority; and
- Confirmation that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. Vivek Parasramka fulfils the conditions specified under the Act, the Rules made thereunder and the applicable provisions of the SEBI Listing Regulations for his re-appointment as an Independent Director and is independent of the management. The Board is of the view that his continued association with the Company would be of immense benefit to the Company considering his rich experience, professional expertise and guidance.

A brief profile of Mr. Vivek Parasramka, nature of his expertise, disclosure of his shareholding, directorships and committee memberships in other companies and other particulars, as required under the Secretarial Standard on General Meetings (SS-2) and the SEBI Listing Regulations, wherever applicable, are provided in the Annexure forming part of the Notice.

The terms and conditions of re-appointment of Mr. Vivek Parasramka as an Independent Director shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting and shall also be available electronically for inspection by the Members, if so requested.

Except Mr. Vivek Parasramka and his relatives, to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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

ITEM NO.7

Mrs. Suman Agarwal (DIN: 09228585) was appointed as an Independent Director of the Company for a first term of five consecutive years commencing from July 7, 2021 up to July 6, 2026, in accordance with the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), wherever applicable.

Based on the recommendation of the Nomination and Remuneration Committee and considering her knowledge, experience, expertise, integrity and valuable contribution to the deliberations and decision-making process of the Board, the Board of Directors, at its meeting held on July 04, 2026, approved and recommended the re-appointment of Mrs. Suman Agarwal as an Independent Director of the Company for a second term of five consecutive years commencing from July 7, 2026 up to July 6, 2031, subject to the approval of the Members by way of a Special Resolution.

The Company has received from Mrs. Suman Agarwal:

- her consent to act as a Director in Form DIR-2;
- a declaration confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherever applicable;
- a declaration confirming compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 relating to registration with the Independent Directors' Databank;
- a declaration that she is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India, the Ministry of Corporate Affairs or any other statutory authority; and
- Confirmation that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Mrs. Suman Agarwal fulfills the conditions specified under the Act, the Rules made thereunder and the applicable provisions of the SEBI Listing Regulations for her re-appointment as an Independent Director and is independent of the management. The Board is of the view that her continued association with the Company would be of immense benefit to the Company considering her rich experience, professional expertise and guidance.

A brief profile of Mrs. Suman Agarwal, nature of her expertise, disclosure of her shareholding, directorships and committee memberships in other companies and other particulars, as required under the Secretarial Standard on General Meetings (SS-2) and the SEBI Listing Regulations, wherever applicable, are provided in the Annexure forming part of the Notice.

The terms and conditions of re-appointment of Mrs. Suman Agarwal as an Independent Director shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting and shall also be available electronically for inspection by the Members, if so requested.

Except Mrs. Suman Agarwal and her relatives, to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

ITEM NO.8

Mrs. Priti Saraf (DIN: 09227422) was appointed as an Independent Director of the Company for a first term of five consecutive years commencing from July 7, 2021 up to July 6, 2026, in accordance with the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), wherever applicable.

Based on the recommendation of the Nomination and Remuneration Committee and considering her knowledge, experience, expertise, integrity and valuable contribution to the deliberations and decision-making process of the Board, the Board of Directors, at its meeting held on July 04, 2026, approved and recommended the re-appointment of Mrs. Priti Saraf as an Independent Director of the Company for a second term of five consecutive years commencing from July 7, 2026 up to July 6, 2031, subject to the approval of the Members by way of a Special Resolution.

The Company has received from Mrs. Priti Saraf:

- her consent to act as a Director in Form DIR-2;
- a declaration confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherever applicable;
- a declaration confirming compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 relating to registration with the Independent Directors' Databank;
- a declaration that she is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India, the Ministry of Corporate Affairs or any other statutory authority; and
- Confirmation that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Mrs. Priti Saraf fulfils the conditions specified under the Act, the Rules made thereunder and the applicable provisions of the SEBI Listing Regulations for her re-appointment as an Independent Director and is independent of the management. The Board is of the view that her continued association with the Company would be of immense benefit to the Company considering her rich experience, professional expertise and guidance.

A brief profile of Mrs. Priti Saraf, nature of her expertise, disclosure of her shareholding, directorships and committee memberships in other companies and other particulars, as required under the Secretarial Standard on General Meetings (SS-2) and the SEBI Listing Regulations, wherever applicable, are provided in the Annexure forming part of the Notice.

The terms and conditions of re-appointment of Mrs. Priti Saraf as an Independent Director shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting and shall also be available electronically for inspection by the Members, if so requested.

Except Mrs. Priti Saraf and her relatives, to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 7 of the accompanying Notice for approval of the Members.

ITEM NO 9

The Board of Directors of the Company in its meeting held on August 20, 2026, decided for the infusion of additional capital by way of Preferential Issue which necessitates the increase of Authorised Share Capital of the Company from existing Rs 40,00,00,000/- (Rupees Forty Crore Only.) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs. 10/- each to Rs.57,00,00,000 /- (Rupees Fifty Seven Crores Only) divided into 5,70,00,000 (Five Crore and Seventy Lakhs Only) Equity shares of Rs. 10/-by creation of addition 1,70,00,000 equity shares of Rs.10/- each, ranking pari-passu with the existing shares of the Company, each subject to shareholder's approval.

As per the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the shareholders by way of an ordinary resolution is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorised Share Capital of the Company.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in hand as well as soft copy. Any member desiring inspection can do either by physical inspection at the Registered Office or by sending email at cs@umaexports.net.in.

None of the Directors or their relatives or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the aforesaid resolution proposed to be passed as an ordinary resolution. The Board recommends the resolution set forth in the Notice for the approval of the members.

The Board of Directors of the Company recommends the resolution set forth in Item no. 9 of the accompanying Notice for the approval of members.

ITEM NO 10

In order to meet the working capital requirement for the operations and general corporate purpose and to have greater financial strength in day-to-day working operations of the Company, it is necessary to augment long term resources. For this purpose as may be decided by the Board of Directors in the best interests of the Company, it is proposed to issue 2,25,00,000 (Rupees Two Crore Twenty-Five Lakh Only) warrants each convertible into or exchangeable for 1 (One) fully paid-up equity share of the Company of face value of Rs. 10 (Rupees Ten only) ("Warrants"), to the persons, as per the proposed list of allottees set out in the resolution, on preferential basis, in one or more tranches, in accordance with the provisions of the Section 42, 62 and other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder and the provisions of the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, ("ICDR") including any statutory modification(s) or re-enactment(s) thereof from time to time.

The Board of Directors of the Company at its meeting held on August 27, 2026 subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of upto 2,25,00,000 (Rupees Two Crore Twenty-Five Lakh Only) warrants on preferential basis to the persons / entities belonging to Promoter and Public Category as mentioned in the Resolution No. 10.

The information as required under SEBI (ICDR) Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

A. Objects of the Preferential issue

The Company have significant working capital requirements, and it fund its working capital requirements in the ordinary course of business from our internal accruals/equity and financing facilities from various banks and financial institutions/non-banking financial companies. The Company requires additional working capital for funding future growth of the Company. Accordingly, the proceed of the proposed preferential issue is to be utilized to meet the working capital requirement and general corporate purposes. The proposed utilization are as under:

(Rs. In Lakhs)

Particulars	***Total*^***
Working Capital requirement for **Uma Exports** *Limited*	*5164.20*
General corporate purposes	*271.80*
Total	***5436.00***

* *Considering 100% conversion of Warrants into Equity Shares within the stipulated time.*

^ *The amount of warrants will be received within 18 months, accordingly utilization shall be done."*

B. Kind of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued

The Board of Directors at its meeting held on August 20, 2026 had approved the issue and allotment of up to 2,25,00,000 (Rupees Two Crore Twenty-Five Lakh Only) warrants at a price of Rs 24.16/- per warrant eachconvertible into or exchangeable for 1 (One) fully paid-up equity share of the Company of face value of Rs.10 (Rupees Ten only) ("Warrants"), including a premium of Rs. 14.16/- per share, such price being not less than the minimum price as on the Relevant Date calculated in terms of SEBI (ICDR) Regulations to Promoter Group on a preferential basis.

C. Amount which the company intends to raise by way of such securities

The Company intent to raise upto Rs 54,36,00,000 /- (Rupees Fifty-Four Crore Thirty Six Lakhs Only) through the proposed preferential issue of Warrants.

D. Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue is August 27th, 2026, being 30 days prior to the date of this Annual General Meeting.

E. Intention of promoters / directors / key managerial personnel to subscribe to the offer:

Except Sweta Khemka and Uma Agro Exports Private Limited, promotergroup of the Company who intends to subscribe to 25,00,000 warrants each offered pursuant to the Preferential Issue, none of the promoters group / directors / key managerial personnel intent to subscribe to the offer.

F. Shareholding Pattern before and after the proposed preferential issue.

Sr. No	Category of Shareholders	Pre-preferential shareholding (as on 30.06.2026)		Issue of Securities	Post Allotment of Warrants	
		No. of Shares	%		No. of Shares	%
A	Promoters Shareholding	10019817	29.63	2500000	12519817	**22.23**
	Promoter and Promoter Group	13952000	41.27	2500000	16452000	**29.22**
	Total A	**23971817**	**70.9**		**28971817**	**51.45**
B	Public Shareholding					
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	6682181	19.76	17500000	24182181	**42.94**
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	1260708	3.73		1260708	**2.24**
	Foreign Portfolio Investors Category I					
	NBFC registered with RBI					
	Bodies Corporate	1768663	5.23		1768663	**3.14**
	Clearing Member	41002	0.12		41002	**0.07**
	Individual /HUF					
	Trust					
	Non-Resident Indians (NRIs)	85459	0.25		85459	**0.15**
	TOTAL B	**9838013**	**29.1**		**27338013**	**48.55**
	TOTAL A+B	**33809830**	**100**		**56309830**	**100.00**

** Assuming full allotment of the equity shares as proposed in Resolution No.10 of the Notice.*

G. Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of Warrants as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

H. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them.

Sr. No.	Details of Subscriber	Ultimate Beneficial Owner of the proposed Allottee(s) & His PAN	PAN of allottees / beneficial owner	Pre Preferential Issue holding as on relevant date		No. of warrants to be allotted	Post Preferential Issue holding	
				No of shares	% of pre-issue Capital		No. of shares	% of post issue capital
1	Uma Agro Exports Private Limited	Sweta Khemka	ADLPM7787J	6,20,000	1.83%	25,00,000	31,20,000	5.54%
2	Apurva Mithani HUF	Apurva N Mithani	AALPM6031A	-	-	5,00,000	5,00,000	0.89%

I. Undertakings

Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price and therefore, the Company is not required to submit the undertaking specified under Regulation 163(1)(g) and Regulation 163(1)(h) of the ICDR Regulations and the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares, shall not be applicable.

J. The total number of shares or other securities to be issued

Upto 2,25,00,000 (Rupees Two Crore Twenty-Five Lakh Only) of the face value of Rs.24.16/- (Rupees Twenty Four and Sixteen paise only) each ("the Warrants"), (All proposed to be issued to persons belonging to Promoters), on a preferential basis in compliance with applicable provisions of Chapter V of the SEBI (ICDR) Regulations.

The issue price has been determined based on the **higher of the valuation as per the valuation report dated 20 August 2026 and the valuation as on the Relevant Date, i.e., 27 August 2026**, as applicable under the SEBI ICDR Regulations.

K. Terms of Issue of the Equity Shares, if any

The Convertiable Warrants and the resultant equity share to be allotted shall be for cash and be allotted in one or multiple tranches, as may be decided by the Board. The resultant equity shares to be allotted upon conversion of warrants shall rank pari passu with existing equity shares of the Company in all respects. The Warrants by themselves, until exercise of the conversion and allotment of Equity Shares, do not give the Warrant Holder any voting rights akin to that of shareholders of the Company.

L. Pricing of Preferential Issue

The Convertiable Warrants are proposed to be issued at Rs 24.16/- par warrant (Warrant Issue Price), arrived at in compliance with Regulation 164(1) of SEBI ICDR Regulation i.e. Pricing of frequently traded shares. A copy of the valuation report dated 27th August, 2026shall be available for inspection at the Registered Office of the Company during business hours upto the date of the meeting.

M. Basis on which the price would be arrived at

The Equity Shares of the Company are listed on the Emerge Platform of NSE and BSE Ltd ("Stock Exchanges") and the Equity Shares are frequently traded in terms of the SEBI (ICDR) Regulations.

For the purposes of computation of the minimum price per Warrants, the trading volumes for the preceding ninety trading days prior to the Relevant Date on the NSE Emerge has been considered for determining the floor price in accordance with the SEBI (ICDR) Regulations.

In terms of the applicable provisions of Regulation 164(1) of the SEBI (ICDR) Regulations, the price at which the equity shares shall be allotted shall not be less than higher of the following:

a) the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or

b) the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

In terms of the applicable provisions of Regulation 164 of the SEBI (ICDR) Regulations, the floor price for the Preferential Issue is arrived at Rs.24.16/- per warrant.

In addition to the floor price for the Preferential Allotment, pursuant to Regulation 166A(1) the SEBI (ICDR) Regulations, the Company also considered the valuation report dated August 20, 2026 issued by Mr. Murli Chandak, a registered valuer, IBBI Registration No. IBBI/RV/07/2021/14408 ("Valuation Report"), for determining the price of the Subscription warrants. The valuer has also considered NAV Method, PECV Method and Market Method, being the valuation methodologies for determining floor price. Valuation Report shall be made available for inspection by the Members during the meeting and will also be made available on the **Company's website and will be accessible at link:** www.umaexports.net

Accordingly, considering the valuation report as per regulation 166A(1) of SEBI (ICDR) Regulations and the floor price as per Regulation 164 of SEBI (ICDR) Regulations, the price per Warrant to be issued pursuant to the Preferential Issue is fixed at Rs. 24.16/- per warrant, being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

N. Name and address of valuer who performed valuation

The valuation of the Equity Shares has been carried out by Mr. Murli Chandak, Registered Valuer, [Reg No. IBBI/RV/07/2021/14408] having its office at 205, Ashwamegh Avenue, Near Helmet House Mithakali, Navrangpura, Ahmedabad 380009. The valuation report is dated August 20, 2026.

O. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

Not Applicable as the proposed issue is for cash.

P. Class or Classes of Persons to whom the allotment is proposed to be made

The allotment is proposed to be made to the Promoter and Public Categoryas mentioned below:

Sr. No.	Name of the Allottee	Category (Promoter/ Non-promoter)	Permanent Account Number (PAN)	Pre Preferential Issue holding as on relevant date		Issue of Securities	Post Preferential Issue holding	
				No of shares	%		No. of shares	%
1	Sweta Khemka	Promoter Group	ADLPM7787J	34,37,250	10.17%	25,00,000	59,37,250	10.54%
2	Uma Agro Exports Private Limited	Promoter Group	AABCV4578Q	6,20,000	1.83%	25,00,000	31,20,000	5.54%
3	Jiya Ajaykumar Gupta	Non-Promoter	ECXPG4731B	-	-	14,00,000	14,00,000	2.49%
4	Nishtha AjayKumar Gupta	Non-Promoter	DNVPG5069J	-	-	14,00,000	14,00,000	2.49%
5	Amit Kumar Jai Prakash Gupta	Non-Promoter	AABPG9195R	-	-	7,00,000	7,00,000	1.24%
6	Arun Gupta	Non-Promoter	ADUP A2959D	-	-	7,00,000	7,00,000	1.24%
7	Gaurav Ghanshyamdas Gupta	Non-Promoter	AFUPG4568E	-	-	7,00,000	7,00,000	1.24%
8	Hemant Shivlal Gupta	Non-Promoter	AAFPG6294F	-	-	7,00,000	7,00,000	1.24%
9	Krishankant Tarachand Gupta	Non-Promoter	AABPG3945R	-	-	7,00,000	7,00,000	1.24%
10	Madanlal Hiralal Gupta	Non-Promoter	AABPG9200H	-	-	7,00,000	7,00,000	1.24%
11	Mahesh Kant Gupta	Non-Promoter	AABPG9196N	-	-	6,00,000	6,00,000	1.07%

Sr. No.	Name of the Allottee	Category (Promoter/ Non-promoter)	Permanent Account Number (PAN)	Pre Preferential Issue holding as on relevant date		Issue of Securities	Post Preferential Issue holding	
				No of shares	%		No. of shares	%
12	Sheela Ghanshyamdas Gupta	Non-Promoter	ABZPG7060L	-	-	6,00,000	6,00,000	1.07%
13	Shuchi Gaurav Gupta	Non-Promoter	APLPG6568B	-	-	6,00,000	6,00,000	1.07%
14	Surendra Tarachand Gupta	Non-Promoter	AABPG9194Q	-	-	6,00,000	6,00,000	1.07%
15	Vijay Gupta	Non-Promoter	AABPG9198C	-	-	6,00,000	6,00,000	1.07%
16	Hetal Doshi	Non-Promoter	AGTPD9011D	-	-	7,00,000	7,00,000	1.24%
17	Kavya Doshi	Non-Promoter	JQAPD3619H	-	-	7,00,000	7,00,000	1.24%
18	Shashank Doshi	Non-Promoter	AEFPD1089R	-	-	7,00,000	7,00,000	1.24%
19	Tej Doshi	Non-Promoter	CDGPT5617P	-	-	7,00,000	7,00,000	1.24%
20	Aditya Swapnil Kawli	Non-Promoter	NIKPK9724A	-	-	5,00,000	5,00,000	0.89%
21	Aishwarya Swapnil Kawli	Non-Promoter	MARPK8058B	-	-	5,00,000	5,00,000	0.89%
22	Swapnil Kashinath Kawli	Non-Promoter	AAFPK0882P	-	-	9,00,000	9,00,000	1.60%
23	Juhi Swapnil Kawli	Non-Promoter	ASWPK3133C	-	-	9,00,000	9,00,000	1.60%
24	Vinayak Shashıkant Pagare	Non-Promoter	DCDPP9269L	-	-	2,00,000	2,00,000	0.36%
25	Ketan Vikas Shingote	Non-Promoter	EHZPS3047B	-	-	2,00,000	2,00,000	0.36%
26	Apurva Mithani HUF	Non-Promoter	AAKHA0289B	-	-	5,00,000	5,00,000	0.89%
27	Pratiksha Singh	Non-Promoter	CJKPS7964Q	-	-	5,00,000	5,00,000	0.89%
28	Shashindra Omprakash Singh	Non-Promoter	BUKPS3856B	-	-	5,00,000	5,00,000	0.89%
			Total	**40,57,250**	**12.00%**	**2,25,00,000**	**2,65,57,250**	**47.16%**

Q. Change in control if any consequent to preferential issue

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue of the Warrants and equity shares in exchange of the Warrants.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

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

During the year, no preferential allotment has been made to any person.

S. Lock-in period

The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI (ICDR) Regulations.

T. Certificate from Practicing Chartered Accountant

A certificate from **M/S. B.B.Gusani & Associates** certifying compliance with requirements of Chapter V of the SEBI (ICDR) Regulations, 2018 in respect of the proposed preferential issue shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of the Meeting and all also be available during the Meeting.

The said Certificate is uploaded on the Investor page on the website of the Company and can be accessed at **www.umaexports.net**

U. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Except **Rakesh** Khemka**, Sweta Khemka** and Uma Agro Exports Private Limited, none of the Directors, Key ManagerialPersonnel (KMP) of the Company and the relative of Directors/KMP are concerned or interested, directly or indirectly, financially or otherwise, in the above referred resolution except in their capacity as members/shareholder of the Company.

V. Listing

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the Equity Shares that will be issued on conversion of Warrants.

W. Other disclosures

In accordance with SEBI ICDR Regulations,

I. The Company has not made any preferential allotment in the current financial year.

II. Neither the Company nor any of its Promoters and Directors has been declared as a willful defaulter or a fraudulent borrower or a fugitive economic offender.

III. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottes.

IV. The Company is in compliance with the conditions for continuous listing.

V. The Company has obtained Valuation Report from the registered valuer as required under the provisions of Companies Act, 2013 read with the rules made there under, Articles of Association of the Company.

VI. The entire pre-preferential shareholding of the proposed allottees, person belonging to the Promoters and Promoters Group and Directors are in dematerialized form.

VII. pursuant to Regulation 166A(1) the SEBI (ICDR) Regulations, the Company also considered the valuation report dated August 20, 2026 issued by CA Murli Chandak, a registered valuer, IBBI Registration No. IBBI/RV/07/2021/14408 ("Valuation Report"), for determining the price of the Subscription Warrants, as the Company is allotting more than 5% of the post issue fully diluted share capital of Company to allottees acting in concert.

VIII. None of the persons belonging to the promoter group have sold any equity shares during 90 trading days preceding the Relevant Date.

IX. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

X. Utilization of Issue Proceeds and proposed schedule of implementation and deployment of Issue Proceeds

As the funds to be received against the issue of convertible warrants, will be in tranches, the quantum of funds available on different dates may vary. Therefore, the broad range of intended to utilize the proceeds amounting to Rs 54,36,00,000/- raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

(Rs. In Lakhs)

Particulars	***Total*^***
Working Capital requirement	*5164.20*
General corporate purposes	*271.80*
Total	***5436.00***

** Considering 100% conversion of Warrants into Equity Shares within the stipulated time.*
^ The amount of warrants will be received within 18 months, accordingly utilization shall be done."

Y. Schedule of Implementation and Deployment of Funds

The proceeds of the preferential issue to be received by the Company on against the Warrants within 18 (eighteen) months period from the date of allotment of warrants in terms of Chapter V of the SEBI ICDR Regulations and as estimated by our management, the entire proceeds received from the issue would be utilized

for all the above-mentioned objects, in phases, as per the Company's business requirements and availability of issue proceeds.

Z. Interim Use of Proceeds

Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, will have flexibility to deploy the Gross Proceeds. Pending utilization of the Gross Proceeds for the purposes described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934.

AA. Monitoring of Utilization of Funds

Since the issue size for Warrants does not exceed Rs.100 Crore, therefore, the Company is not required to appoint a Monitoring agency to monitor the issue in terms of the provisions of Regulation 162A of the SEBI ICDR Regulations, 2018.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members and, accordingly, recommends the resolution set forth in Item no. 10 of the accompanying Notice for the approval of members.

Except Sweta Khemka and Uma Agro Exports Pvt Ltd, none of the Directors, Key Managerial Personnel (KMP) of the Company and the relative of Directors/KMP are concerned or interested, directly or indirectly, financially or otherwise, in the above referred resolution except in their capacity as members/shareholder of the Company.

August 20, 2026
Registered Office:
Ganga Jamuna Appartment
28/1, Shakespeare Sarani, 1st Floor
Kolkata 700017
Tel: 03322811397
Email: cs@umaexports.net.in
Website: http://www.umaexports.net/
CIN: L14109WB1988PLC043934

By order of the Board
For Uma Export Limited

Sriti Singh Roy
Company Secretary & Compliance Officer
Membership No. A42425

Annexure - A

STATEMENT PURSUANT TO THE PROVISIONS OF PART II SECTION II (B)(iv) OF SCHEDULE V OF THE COMPANIES ACT, 2013 IN RESPECT TO ITEM NOS. 4 AND 5 OF THE NOTICE

I. General Information:

1. Nature of Industry: Export, import, buying, selling, processing, and trading of agricultural commodities
2. Date or expected date of commencement of commercial production: March 9, 1988
3. In case of new companies, expected date of commencement of activities as per project approval by financial institution appearing in the prospectus: Not Applicable
4. Financial performance based on given indicators:

(Rs. In Lakhs)

Sl. No.	Particulars	2025-26	2024-25	2023-24
1.	Turnover	153557.14	1,73,612.91	1,53,676.08
2.	Profit/(Loss)before tax	175.18	374.54	1,263.71
3.	Net Profit/(Loss) after tax	84.25	349.98	1,017.81
4.	Paid-up share capital	3380.98	3,380.98	3,380.98
5.	Reserves & Surplus	16294.46	16,018.14	15,610.51

**Figures as per consolidated basis*

5. Foreign Investments or collaborations, if any- (Rs. In Lakhs)

Particulars	2025-26	2024-25	2023-24
Foreign Exchange Earning	6082.02	16,294.58	31,016.77
Foreign Exchange Outgo	20934.81	1,17,359.53	78,675.2

Foreign Collaboration: None

II. Information about the appointees:

1) Background details:

Mr. Rakhesh Khemka

Rakesh Khemka, aged 52 years, is the Managing Director and has been associated with our Company since the year 1994 and has an experience of over 28 years across various management roles. His expertise, skill and knowledge have elevated the organization to greater heights.

Mr. Manmohan Saraf

Manmohan Saraf, aged 50 years, is an Executive Director and CFO of our Company. He holds a bachelor's degree in commerce from Calcutta University. He cleared his final examination held by the Institute of Chartered Accountant in the year 2003 and is an associate member of the Institute of Chartered Accountants of India. He got his Certificate of Practice in the year 2008 and has been our internal auditor since the past 10 years. He was appointed as the Non-Executive Director with effect from July 07, 2021 and in the Board Meeting held on August 18, 2021 he was appointed as the Executive Director and CFO of our Company. His appointment as Executive Director & CFO for a period of five years was approved by the shareholders at the AGM held on September 1, 2021.

2) Remuneration proposed:

As stated in the proposed Special Resolutions at Item Nos. 4 and 5 in the Notice.

3) The proposed remuneration is comparable and competitive, considering the industry, size of the Company, the managerial position and the credentials of Mr. Rakhesh Khemka, Managing Director, and Mr. Manmohan Saraf, Director.

4) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any:

Mr. Rakhesh Khemka, Managing Director is the promoter of the Company. Mr. Rakhesh Khemka holds 7987500 shares in the company.

III. Other Information

1. Reason of Loss or inadequate profit:

Our Company is in manufacturing of garments.

2. Step taken or proposed to be taken for improvement: Presently the Company is in the business of exporting of agricultural commodities. The Company is in phase of expansion and is stabilizing its position in its field of opersations. Accordingly, the Company is taking significant step to enhance its operational capacity and reach. The increase in operations and reach will result in increase in profitability.

3. Expected increase in productivity and profits in measurable terms: The increase in sales volume is showing signs of Company's growth and expansion. We, therefore, are reasonably confident of achieving the better profit in comparison with the previous years.

August 20, 2026
Registered Office:
Ganga Jamuna Appartment
28/1, Shakespeare Sarani, 1st Floor
Kolkata 700017
Tel: 03322811397
Email: cs@umaexports.net.in
Website: http://www.umaexports.net/
CIN: L14109WB1988PLC043934

By order of the Board
For Uma Export Limited

Sriti Singh Roy
Company Secretary & Compliance Officer
Membership No. A42425