SIMANDHAR IMPEX LIMITED

CIN: L46498MH2023PLC415552

To,

The Manager,
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001

Date: 04/09/2026

Ref: Trading Symbol: SIMANDHAR
Ref: Scrip Code: 544662

Sub: Annual Report for the Financial Year 2025-26
Ref.: Disclosure under Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Dear Sir/ Madam,

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, **please find enclosed herewith the Annual Report of the Company for the Financial Year 2025-26, including the Notice of the 3rd Annual General Meeting of the Company scheduled to be held on Monday, 28th September, 2026 at 02:30 P.M. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").**

The said Annual Report is also available on the Company's website at

https://simandharimpex.com/wp-content/uploads/2026/09/Annaul-report-FY-2025-26.pdf

We request you to kindly take the above information on your record.

Thanking you,

Yours faithfully,

For SIMANDHAR IMPEX LIMITED

Ankita Wamanrao Hande
Digitally signed by Ankita Wamanrao Hande
Date: 2026.09.04 12:01:20 +05'30'

Signature
Ankita Hande
(Company Secretary and Compliance Officer)
Mem. No. A57574

SIMANDHAR IMPEX LIMITED

Encl: As Above

SIMANDHAR IMPEX LIMITED

CIN

L46498MH2023PLC415552

ANNUAL REPORT

FOR THE FINANCIAL YEAR

2025-26

CIN

L46498MH2023PLC415552

REGISTERED ADDRESS

811A Wing, Jaswanti Allie, d BusinessCenter
Kanchpada, Malad, Mumbai,
Malad West, Maharashtra, India, 400064

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Corporate Information

1.1 Board of Directors:

1.1.1 Board as on 31st March 2026

Sr.no	Name of Director	Designation	Date of Cessation (subsequent to 31 March 2026)
1.	Mr. Harsh Prashant Vora	Chairperson and Director	30th June 2026
2.	Mr. Prashant Avantilal Vora	Managing Director	30th June 2026
3.	Mr. Tejas Devendra Shah	Independent Director	30th June 2026
4.	*Mrs. Meghna Anup Gala	Independent Director	06th June 2026
5.	Mr. Mehul Abhaykumar Shah	Director	30th June 2026

It is noted that the name of Ms. Meghna Mahendra Salva has been changed to Mrs. Meghna Anup Gala. Accordingly, all records and documents of the Company shall reflect her updated name as Mrs. Meghna Anup Gala.

1.1.2 Changes in Board after 31st March 2026

Changes in the Board of Directors subsequent to the financial year ended 31 March 2026

During the financial year 2026-27 and subsequent to the close of the financial year under review, the following changes took place in the composition of the Board of Directors:

Sr. no.	Name of Director	Designation	Date of Appointment
1.	Mr Chandraprakash Wadhwani	Additional Director - Non-Executive Director & Chairperson	30th June 2026
2.	Mr Gaurav Patel	Additional Director - Independent Director	30th June 2026
3.	Mr Manish Pande	Additional Director - Independent Director	30th June 2026
4.	Ms. Neha Narang	Additional Director - Non-Executive Director	30th June 2026
5.	Mr. Lalit Nagdev	Additional Director - Executive Director	06th June 2026
6.	Mr Amit Ninawe	Additional Director - Executive Director	06th June 2026

Note: The above Additional Directors were appointed on the Board of the Company and their appointment as Directors of the Company is proposed to be regularized at the ensuing Annual General Meeting of the Company.

1.2 Key Managerial Personnel:

1.2.1 Key Managerial Personnel as on 31st March 2026

Sr.no	Name of KMP	Designation	Date of Cessation (subsequent to 31 March 2026)
1.	Mr. Prashant Avantilal Vora	Managing Director	30th June 2026
2.	Mr. Gaurav Baid	Chief Financial Officer	30th June 2026
3.	Mrs. Saloni Abhishek Shah	Company Secretary & Compliance Officer	30th June 2026

1.2.2 Changes in Key Managerial Personnel after 31st March 2026

During the financial year 2026-27 and subsequent to the close of the financial year under review, the Company made changes in its Key Managerial Personnel. The details of such changes are set out below:

Sr.no	Name of KMP	Designation	Date of Appointment
1.	Mr. Lalit Nagdev	Chief Executive Officer & Executive Director	30th June 2026
2.	Mr. Amit Ninawe	Chief Financial Officer & Executive Director	30th June 2026
3.	Ms. Ankita Hande	Company Secretary & Compliance Officer	30th June 2026

1.3 Registered Office:

CIN: L46498MH2023PLC415552
Registered Address: 811A Wing, Jaswanti Allie, d Business
Center Kanchpada, Malad, Mumbai, Malad West-400064, MH, India.
Website: www.simandharimpex.com
Email: simandharimpexlimited@gmail.com
Contact Details: +91-7798807002

1.4 Statutory auditors:

M/s. Bohara Shah & Co, Chartered Accountants

1.5 Internal Auditor

M/s. Jigar Zaveri & Associates, Chartered Accountants
(For the Financial Year 2025-26)

1.6 Secretarial Auditor

M/s. JSD & Associates, Practising Company Secretaries
(For the Financial Year 2025-26)

1.7 Registrar and Share Transfer Agent

Bigshare Services Private Limited
Office No S6-2, PINNACLE BUSINESS PARK,
6th, Mahakali Caves Rd, next to Ahura Centre,
Shanti Nagar, Andheri East, Mumbai - 400093.
Tel: 022 - 62638200
Email: info@bigshareonline.com
Website: www.bigshareonline.com

1.8 Banker of the Company

The Kalupur Commercial Co-operative Bank

1.9 Stock exchanges:

BSE Limited
Scrip Code: 544662

Notice of 3rd Annual General Meeting

Notice is hereby given that 3rd Annual General Meeting of shareholders of Simandhar Impex Limited will be held on the 28th day of September, 2026, at 02:30 P.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). The venue of the Annual General Meeting ('AGM') shall be deemed to be conducted at the Registered Office of the Company at 811A Wing, Jaswanti Allie, d BusinessCenterKanchpada, Malad, Mumbai, Malad West,Maharashtra, India, 400064, to transact the following business.

3.1 ORDINARY BUSINESS:

Item no. 1

To receive, consider and adopt the Audited Balance Sheet, Profit and Loss Account and Cash Flow Statement for the financial year ended 31st March, 2026, together with the Director's Report and Auditor's Report thereon.

For this purpose, to consider and if deemed fit, to pass, with or without modification the following Resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Balance Sheet as on year ended 31st March, 2026, the Profit and Loss Accounts for the Year ended on 31st March, 2026, and the Cash Flow Statement for the year ended on 31st March, 2026 along with the Auditors' Report and the Directors' Report thereon are hereby considered, approved and adopted."

3.2 SPECIAL BUSINESS:

Item no. 2

To consider and approve the increase in the borrowing limits of the Company pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013.

For this purpose, to consider and if deemed fit, to pass, with or without modification the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and other Applicable Laws (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded to authorize the Board of Directors of the Company to borrow, from time to time, any sum or sums of money, notwithstanding that the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) together with the monies so borrowed may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total outstanding amount of such borrowings shall not, at any time, exceed ₹500,00,00,000/- (Rupees Five Hundred Crores Only)."

"RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby further accorded to authorize the Board of Directors of the Company (which term shall be deemed to include any Committee thereof or any person(s) authorized by the Board to exercise the powers conferred by this Resolution) to borrow monies from banks, financial institutions, bodies corporate, government authorities or any other person(s), whether in India or outside India, by way of loans, credit facilities, issue of debentures, bonds, commercial papers or any other debt instruments or securities, on such terms and conditions as the Board may deem fit, within the aforesaid overall limit."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof or any person(s) authorised by the Board in this behalf) be and is hereby authorised to do all such acts, deeds, matters and things, execute all such documents, agreements, writings and instruments and take all such steps as may be necessary, desirable or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

Item no. 3

To consider and approve Creation of Security on the Assets of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013.

For this purpose, to consider and if deemed fit, to pass, with or without modification the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and other Applicable Laws (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board) to create such mortgage(s), charge(s), hypothecation(s), pledge(s), lien(s), assignment(s) and/or other security interest(s) or encumbrance(s), in addition to the existing charges, on all or any part of the present and/or future movable and/or immovable properties, assets, undertakings, receivables, cash flows or other assets of the Company, including the whole or substantially the whole of any undertaking of the Company, in favor of banks, financial institutions, lenders, trustees for debenture holders, security trustees and/or any other persons or entities providing financial assistance, for securing the borrowings, loans, credit facilities, debentures or other financial assistance availed or to be availed by the Company, whether in Indian Rupees or foreign currency, provided that the aggregate amount secured by such mortgage(s), charge(s), hypothecation(s), pledge(s), lien(s), assignment(s) and/or other security interest(s) shall not exceed ₹500,00,00,000/- (Rupees Five Hundred Crores Only) at any point of time."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof or any person(s) authorised by the Board in this behalf) be and is hereby authorised to finalise the terms and conditions of such security, execute all deeds, documents, agreements, declarations, writings and other instruments, settle any questions or difficulties that may arise and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this Resolution and for matters connected therewith or incidental thereto."

Item no. 4

To consider and approve the limits under Section 186 of the Companies Act, 2013 for making loans, giving guarantees, providing securities and making investments.

For this purpose, to consider and if deemed fit, to pass, with or without modification the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and other Applicable Laws (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board in this behalf) to, from time to time, in one or more tranches, make loans, including inter-corporate loans, give guarantees, provide securities and/or make investments by way of subscription, purchase or otherwise in the securities of anybody corporate or other person, whether in India or outside India, as may be permissible under the provisions of the Companies Act, 2013 and other Applicable Laws, notwithstanding that the aggregate of the loans, guarantees, securities and investments so far made together with those proposed to be made may exceed the limits prescribed under Section 186(2) of the Companies Act, 2013, provided that the aggregate outstanding amount of all such loans, guarantees, securities and investments shall not, at any time, exceed ₹500,00,00,000/- (Rupees Five Hundred Crores Only)."

"RESOLVED FURTHER THAT the members of the Company be and hereby further authorised the Board of Directors of the Company (including any Committee thereof or any person(s) authorised by the Board in this behalf) to determine the terms and conditions of such loans, guarantees, securities and investments, including the amount, tenure, purpose, rate of interest, security, consideration and such other terms and conditions as the Board may deem fit and proper, and to execute all agreements, deeds, writings, documents and other instruments and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this Resolution and for matters connected therewith or incidental thereto."

Item no. 5

To consider and approve the alteration of the Object Clause and the Ancillary Objects Clause of the Memorandum of Association of the Company.

For this purpose, to consider and if deemed fit, to pass, with or without modification the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and other Applicable Laws (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Board of Directors, the consent of the Members of the Company be and is hereby accorded to alter Clause III(a) (Objects to be pursued by the Company on its incorporation) and Clause III(b) (Matters which are necessary for furtherance of the objects specified in Clause III(a)) of the Memorandum of Association of the Company by inserting the following additional Main Object Clauses and Ancillary Object Clauses after the existing clauses, and the clauses shall stand renumbered accordingly:

3(a) The objects to be pursued by the company on its incorporation are:

5. To carry on the business in India and abroad as merchants, traders, buyers, sellers, importers, exporters, merchant exporters, indenting agents, commission agents, brokers, distributors, stockists, aggregators, processors, manufacturers, packers, repackers, warehouse keepers, logistics facilitators, transporters, service providers and dealers in all kinds of commodities, goods, merchandise and products, whether physical or digital, listed or unlisted, including but not limited to agricultural commodities, food commodities, industrial commodities, minerals, ores, metals, precious metals, chemicals, fertilisers, polymers, plastics, rubber, textiles, paper, timber, wood, forest produce, edible and non-edible oils, energy commodities, renewable energy products, construction materials, consumer products, electronic goods, engineering goods, machinery either movable or im-movable, equipment and all other commodities, whether raw, semi-manufactured, manufactured, processed or finished, and to source, procure, purchase, import, export, merchant, warehouse, store, grade, sort, blend, assay, package, repackage, label, brand, market, advertise, promote, distribute, supply, transport, handle, deliver, exchange, auction and otherwise deal in such commodities through physical markets, exchanges (where legally permissible), electronic platforms, digital marketplaces, online channels or any other lawful mode of trade, whether on its own account or on behalf of others, in India or abroad, and to undertake all activities, services and operations incidental, ancillary or conducive to the attainment of the foregoing objects, subject to applicable laws.

6. To promote, incorporate, acquire, invest in, subscribe to, hold, manage, finance, support and dispose of shares or other securities of subsidiaries, associate companies, joint ventures, LLPs, special purpose vehicles (SPV) and other entities engaged in any lawful business in India and Abroad either alone or in conjunction with any other entities and to provide strategic, managerial, technical, administrative, accounting, legal, financial and all such other support services to such entities, subject to applicable laws."

3(b) *Matters which are necessary for furtherance of the objects specified in clause 3(a) are

$47) To raise funds, borrow, or secure loans from banks, financial institutions, or others for the purpose of the business,

$48) To take loan, advance, cash credit limits, fund based or non-fund based limits or any other facilities from banks, financial institutions, or any other lenders under the provisions of the Companies Act, 2013 for the purpose of working capital management, capital investment and all other purposes as may be permitted under the provisions of the Act.

$49) To open current, overdraft, loan, cash credit, special purpose, deposit or saving bank account in India or abroad with any bank, financial institution, and to draw and endorse cheques, pay-slips, telegraphic transfen, electronic transfer and to withdraw moneys from such account and otherwise to operate the same.

$50) To draw, make, issue, accept, execute, endorse, negotiate, execute or discount bills of exchange, cheques, promissory notes, drafts, clean bills, bills of lading, railway receipts, airway bill, warrants, debentures, and other negotiable or transferable instruments, securities or documents of title and to buy or sell or deal in the same.

$60) To mortgage, charge, sell, transfer, exchange, lease, under-lease, surrender or otherwise deal with, dispose or turn to account, all or any part of the business, immovable or movable property, rights and effects for the time being of the Company in such manner, on such termsand for such purposes as the Company may think fit and as to any sale or real property either inconsideration of a gross sum or of a rent or otherwise and to sell, transfer, or dispose of the whole undertaking of the Company or any part thereof, for cash or such other consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of the Compdnv, or otherwise.

$61) To subscribe to or otherwise aid benevolent, charitable or other institutions or objects of a public character or which have any moral or other claim or support on aid by the Company by reason of the locality of its operations or otherwise.

$62) To create any Depreciation Fund, Reserve Special Fund, whether for depreciation or any of the property of the Company or for Company.

$63) To indemnify officers, Directors, Agents, and employees of the Company against proceedings, costs, damages, claims, and demands in respect of anything, done or ordered to be done by them for and in the interest of the Company or for any loss, damages or misfortune whatever which shall happen in execution of the duties of their office or in relation thereto.

RESOLVED FURTHER THAT save and except the aforesaid alterations, all other clauses and provisions of the Memorandum of Association of the Company shall remain unchanged and continue to remain in full force and effect.

"RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company (which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board in this behalf) be and is hereby authorised to do all such acts, deeds, matters and things and execute all such applications, documents, declarations, writings and instruments as may be necessary, desirable or expedient for giving effect to this Resolution and for matters connected therewith or incidental thereto."

Item no. 6

To consider and approve the adoption of a new set of Articles of Association of the Company in substitution for the existing Articles of Association.

For this purpose, to consider and if deemed fit, to pass, with or without modification the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association of the Company and other Applicable Laws (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the adoption of a new set of Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association of the Company.

"RESOLVED FURTHER THAT the new set of Articles of Association circulated electronically along with the Notice convening this Annual General Meeting, be and is hereby approved and adopted in substitution for and to the entire exclusion of the existing Articles of Association of the Company, with effect from the date of passing of this Special Resolution."

"RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company (which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board in this behalf) be and is hereby authorised to do all such acts, deeds, matters and things and execute all such applications, documents, declarations, writings and instruments as may be necessary, desirable or expedient for giving effect to this Resolution and for matters connected therewith or incidental thereto."

Item no. 7

To appoint Mr. Amit Suresh Ninawe (DIN: 11707767) as the Executive Director.

For this purpose, to consider and if deemed fit, to pass, with or without modification the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules made thereunder, Schedule V to the Act, the applicable provisions of the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and other applicable laws (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Amit Suresh Ninawe (DIN: 11707767), who was appointed as an Additional Executive Director (Professional Category) of the Company with effect from 06th June, 2026 pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, as an Executive Director (Professional Category) of the Company, liable to retire by rotation, for a period of five (5) years commencing from 06th June, 2026 to 05th June, 2031, upon the following terms and conditions:

1. Period of Appointment:

Mr. Amit Suresh Ninawe shall hold office as Executive Director of the Company for a period of five (5) years with effect from 06th June, 2026, with liberty to either party to terminate the appointment by giving one month's prior written notice to the other.

2. Remuneration:

Mr. Amit Suresh Ninawe shall be paid a fixed remuneration of ₹1,00,000/- (Rupees One Lakh Only) per month, together with such allowances, perquisites, benefits and reimbursement of expenses as may be approved by the Board of Directors from time to time, within the limits prescribed under the Companies Act, 2013.

The aforesaid remuneration shall be payable for a period of three (3) years, i.e., from 06th June, 2026 to 05th June, 2029, in accordance with the provisions of Schedule V to the Companies Act, 2013. Any continuation or revision of remuneration thereafter shall be subject to such approvals as may be required under the Companies Act, 2013 and other Applicable Laws.

Minimum Remuneration: In the event of absence or inadequacy of profits in any financial year during the said period of 3 years, Mr. Amit Suresh Ninawe shall be paid the aforesaid remuneration as the minimum remuneration in accordance with the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, subject to such approvals as may be required under applicable laws. Any continuation or revision of remuneration beyond the said period of three (3) years shall be subject to the approval of the shareholders and such other approvals as may be required under applicable laws.

3. Other Terms:

a. Subject to the aforesaid terms and limits, Mr. Amit Suresh Ninawe shall be governed by such service rules, policies and conditions of employment of the Company as may be applicable from time to time.

b. Mr. Amit Suresh Ninawe shall be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company and shall not be entitled to receive any sitting fees for attending meetings of the Board of Directors or Committees thereof.

c. Save and except as expressly modified herein, all other terms and conditions contained in the Appointment Letter dated 06th June, 2026 and the Supplementary Appointment Letter dated 30th June, 2026 executed between the Company and Mr. Amit Suresh Ninawe shall continue to remain in full force and effect.

4. Notes:

In the event of any re-enactment of the Act or amendments thereto, the above limits shall continue to remain in force and the reference to various provisions of the Act shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued thereunder.

"RESOLVED FURTHER THAT the Members do hereby take note of the appointment of Mr. Amit Suresh Ninawe (DIN: 11707767) as the Chief Financial Officer (CFO) and Key Managerial Personnel (KMP) of the Company with effect from the conclusion of the Board Meeting held on 30th June, 2026, pursuant to Sections 179 and 203 of the Companies Act, 2013 and other Applicable Laws, and that he shall continue to discharge the duties and responsibilities of the Chief Financial Officer in addition to holding office as Executive Director of the Company. It is hereby further noted that his appointment as the Chief Financial Officer is separate and independent from his appointment as the Executive Director of the Company, and the tenure, continuation, cessation, removal or variation of the terms of either office shall be governed by the respective terms of appointment and the applicable provisions of the Companies Act, 2013, the Articles of Association of the Company and other Applicable Laws, unless otherwise determined in accordance with law."

"RESOLVED FURTHER THAT the remuneration, perquisites, benefits and other terms and conditions applicable to Mr. Amit Suresh Ninawe shall continue to be governed by the terms approved by the Board of Directors and/or the Members of the Company, wherever required under the Companies Act, 2013 and other Applicable Laws, and no separate remuneration shall be payable to him for holding the office of Chief Financial Officer unless otherwise approved by the Board of Directors and/or the Members of the Company, wherever required under Applicable Laws."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby further authorised, based on the recommendation of the Nomination and Remuneration Committee, to alter, amend, vary or revise the terms and conditions of appointment and/or remuneration of Mr. Amit Suresh Ninawe from time to time, provided that such variation is within the limits prescribed under the Companies Act, 2013, Schedule V thereto and other Applicable Laws."

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary to give effect to the aforesaid resolution and make necessary filings and disclosures to regulatory authorities as may be required under applicable provisions of the Act."

Item no. 8

To appoint Mr. Lalit Naresh Nagdev (DIN: 11709670) as the Executive Director.

For this purpose, to consider and if deemed fit, to pass, with or without modification the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules made thereunder, Schedule V to the Act, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and other applicable laws (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Lalit Naresh Nagdev (DIN: 11709670), who was appointed as an Additional Executive Director (Professional Category) of the Company with effect from 06th June, 2026 pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, as an Executive Director (Professional Category) of the Company, liable to retire by rotation, for a period of five (5) years commencing from 06th June, 2026 to 05th June, 2031, upon the following terms and conditions:

1. Period of Appointment:

Mr. Lalit Naresh Nagdev shall hold office as an Executive Director of the Company for a period of five (5) years with effect from 06th June, 2026, with liberty to either party to terminate the appointment by giving one month's prior written notice to the other.

2. Remuneration:

Mr. Lalit Naresh Nagdev shall be paid a fixed remuneration of ₹1,00,000/- (Rupees One Lakh Only) per month, together with such allowances, perquisites, benefits and reimbursement of expenses as may be approved by the Board of Directors from time to time, within the limits prescribed under the Companies Act, 2013.

The aforesaid remuneration shall be payable for a period of three (3) years, i.e., from 06th June, 2026 to 05th June, 2029, in accordance with the provisions of Schedule V to the Companies Act, 2013. Any continuation or revision of remuneration thereafter shall be subject to such approvals as may be required under the Companies Act, 2013 and other Applicable Laws.

Minimum Remuneration: In the event of absence or inadequacy of profits in any financial year during the said period of 3 years, Mr. Lalit Naresh Nagdev shall be paid the aforesaid remuneration as the minimum remuneration in accordance with the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, subject to such approvals as may be required under applicable laws. Any continuation or revision of remuneration beyond the said period of three (3) years shall be subject to the approval of the shareholders and such other approvals as may be required under applicable laws.

3. Other Terms:

d. Subject to the aforesaid terms and limits Mr. Lalit Naresh Nagdev shall be governed by such service rules, policies and conditions of employment of the Company as may be applicable from time to time.

e. Mr. Lalit Naresh Nagdev shall be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company and shall not be entitled to receive any sitting fees for attending meetings of the Board of Directors or Committees thereof.

f. Save and except as expressly modified herein, all other terms and conditions contained in the Appointment Letter dated 06th June, 2026 and the Supplementary Appointment Letter dated 30th June, 2026 executed between the Company and Mr. Lalit Naresh Nagdev shall continue to remain in full force and effect.

4. Notes:

In the event of any re-enactment of the Act or amendments thereto, the above limits shall continue to remain in force and the reference to various provisions of the Act shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued thereunder.

"RESOLVED FURTHER THAT the Members do hereby take note of the appointment of Mr. Lalit Naresh Nagdev (DIN: 11709670) as the Chief Executive Officer (CEO) and Key Managerial Personnel (KMP) of the Company with effect from the conclusion of the Board Meeting held on 30th June, 2026, pursuant to Sections 179 and 203 of the Companies Act, 2013 and other Applicable Laws, and that he shall continue to discharge the duties and responsibilities of the Chief Executive Officer in addition to holding office as Executive Director of the Company. It is hereby further noted that his appointment as the Chief Executive Officer is separate and independent from his appointment as the Executive Director of the Company, and the tenure, continuation, cessation, removal or variation of the terms of either office shall be governed by the respective terms of appointment and the applicable provisions of the Companies Act, 2013, the Articles of Association of the Company and other Applicable Laws, unless otherwise determined in accordance with law."

"RESOLVED FURTHER THAT the remuneration, perquisites, benefits and other terms and conditions applicable to Mr. Lalit Naresh Nagdev (DIN: 11709670) shall continue to be governed by the terms approved by the Board of Directors and/or the Members of the Company, wherever required under the Companies Act, 2013 and other Applicable Laws, and no separate remuneration shall be payable to him for holding the office of Chief Executive Officer unless otherwise approved by the Board of Directors and/or the Members of the Company, wherever required under Applicable Laws."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby further authorised, based on the recommendation of the Nomination and Remuneration Committee, to alter, amend, vary or revise the terms and conditions of appointment and/or remuneration of Mr. Lalit Naresh Nagdev (DIN: 11709670) from time to time, provided that such variation is within the limits prescribed under the Companies Act, 2013, Schedule V thereto and other Applicable Laws."

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary to give effect to the aforesaid resolution and make necessary filings and disclosures to regulatory authorities as may be required under applicable provisions of the Act."

Item no. 9

Appointment of Mr. Chandraprakash Wadhwani (DIN: 00300084) as a Non-Executive Non-Independent Director (Promoter Category):

For this purpose, to consider and if deemed fit, to pass, with or without modification the following Resolution as an Ordinary Resolution:

"**RESOLVED THAT** Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and other applicable laws (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Chandraprakash Wadhwani (DIN: 00300084), Non-Resident Indian (NRI), who was appointed as an Additional Non-Executive Non-Independent Director (Promoter Category) of the Company with effect from 30th June, 2026 pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, as an Non-Executive Non-Independent Director (Promoter Category) of the Company, upon the following terms and conditions:

1. Period of Appointment

Mr. Chandraprakash Wadhwani shall hold office as a Non-Executive Non-Independent Director of the Company with effect from 30th June, 2026, and shall continue to hold office in accordance with the provisions of the Companies Act, 2013, the Articles of Association of the Company and other applicable laws. He shall not be liable to retire by rotation and shall continue to hold office until he resigns, otherwise vacates his office in accordance with the provisions of the Companies Act, 2013 or until otherwise determined by the Members of the Company.

2. Remuneration

Mr. Chandraprakash Wadhwani shall be entitled to receive sitting fees for attending the meetings of the Board of Directors and/or Committees thereof, at the same rate as may be payable to the other Non-Executive Directors of the Company from time to time, together with reimbursement of expenses incurred in connection with the business of the Company and such other remuneration, including commission, if any, as may be determined by the Board of Directors and approved by the Members of the Company, wherever required, in accordance with the provisions of the Companies Act, 2013 and other applicable laws.

Conditions: The remuneration payable to Mr. Chandraprakash Wadhwani, in his capacity as Non-Executive Non-Independent Director of the Company, shall be governed by the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. In the event of inadequacy or absence of profits in any financial year, or where such remuneration exceeds the limits prescribed under the Companies Act, 2013, the Company shall make payment of such remuneration subject to compliance with the applicable provisions of the Companies Act, 2013 and obtaining such approvals of the Members and/or other statutory or regulatory authorities, wherever required.

3. Other Terms

a. Mr. Chandraprakash Wadhwani shall discharge such duties and responsibilities as may be entrusted to him by the Board from time to time, following due deliberation by the Board, provided that such duties and responsibilities shall be limited to matters relating to strategic leadership, guidance, oversight and governance of the Company, and shall not extend to the day-to-day operational management of the Company, in accordance with applicable laws and the terms of his appointment as set out in his Appointment Letter.

b. Mr. Chandraprakash Wadhwani, being an NRI, shall comply with applicable provisions of FEMA, 1999 and other applicable laws relating to his appointment and directorship.

c. His appointment shall be subject to the terms and conditions set out in the appointment letter dated 30th June 2026 and such modifications as may be approved by the Company from time to time.

"**RESOLVED FURTHER THAT** the Members do hereby take note of the appointment of Mr. Chandraprakash Wadhwani as the Non-Executive Chairperson of the Company with effect from the conclusion of the Board Meeting held on 30th June, 2026, pursuant to the applicable provisions of the Companies Act, 2013 and other Applicable Laws. Mr. Chandraprakash Wadhwani shall continue to perform the duties and responsibilities entrusted to the Non-Executive Chairperson of the Company, in addition to his office as a Non-Executive Non-Independent Director of the Company.

RESOLVED FURTHER THAT it is hereby noted that the appointment of Mr. Chandraprakash Wadhwani as the Non-Executive Chairperson is incidental and co-terminus with his continuation as a Non-Executive Non-Independent Director of the Company, unless otherwise determined in accordance with the provisions of the Companies Act, 2013, the Articles of Association of the Company and other Applicable Laws. The tenure, continuation, cessation, removal or modification of the terms and conditions relating to either position shall be governed by the applicable provisions of law and the relevant terms of appointment as may be approved from time to time."

"**RESOLVED FURTHER THAT** the remuneration, sitting fees, commission, benefits and other terms and conditions applicable to Mr. Chandraprakash Wadhwani (DIN: 00300084), in his capacity as Non-Executive Non-Independent Director of the Company, shall continue to be governed by the terms approved by the Board of Directors and/or the Members of the Company, wherever required in accordance with the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and the Rules made thereunder.

"RESOLVED FURTHER THAT, in addition to the aforesaid remuneration payable to him as a Director, Mr. Chandraprakash Wadhwani shall be entitled to such separate remuneration, benefits and other terms and conditions as may be approved by the Board of Directors and/or the Members of the Company, wherever required under Applicable Laws, for holding the office and discharging the duties and responsibilities of the Non-Executive Chairperson of the Company, subject to compliance with the provisions of Sections 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013, the Rules made thereunder and other Applicable Laws."

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary to give effect to the aforesaid resolution and make necessary filings and disclosures to regulatory authorities as may be required under applicable provisions of the Act."

Item no. 10

Appointment of Mr. Gaurav Patel (DIN: 08889698) as Non-Executive Independent Director of the Company:

For this purpose, 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 149, 150, 152 and 161(1) read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, read with applicable regulation and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Gaurav Patel (DIN: 08889698), who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 30th June, 2026, pursuant to the provisions of Section 161(1) of the Act and who holds office up to the date of this Annual General Meeting, and who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term of five (5) consecutive years commencing from 30th June, 2026 and ending on 29th June, 2031."

1. Period of Appointment

Mr. Gaurav Patel (DIN: 08889698) shall hold office as a Non-Executive Independent Director of the Company for a first term of five (5) consecutive years commencing from 30th June, 2026 and ending on 29th June, 2031, subject to the provisions of the Companies Act, 2013, the Rules made thereunder, the Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherever applicable, and other applicable laws.

He shall not be liable to retire by rotation in accordance with the provisions of Section 149(13) of the Companies Act, 2013, and shall continue to hold office until the expiry of his term, resignation, removal, vacation of office or otherwise in accordance with the provisions of the Companies Act, 2013 and other applicable laws.

2. Remuneration

Mr. Gaurav Patel shall be entitled to receive sitting fees for attending meetings of the Board of Directors and/or Committees thereof and reimbursement of expenses, in accordance with the terms approved by the Board of Directors from time to time and subject to the provisions of the Companies Act, 2013, the Rules made thereunder and other applicable laws. The Company may pay such other remuneration, including commission, if any, as may be approved by the Members of the Company and in accordance with the applicable provisions of the Companies Act, 2013 and other applicable laws.

3. Other Terms

a. Mr. Gaurav Patel shall discharge such duties and responsibilities as may be entrusted to him by the Board of Directors from time to time, subject to the provisions of the Companies Act, 2013, Schedule IV thereto and applicable laws.

b. Mr. Gaurav Patel shall act in accordance with the provisions of Schedule IV to the Companies Act, 2013 and shall comply with the duties and obligations applicable to an Independent Director under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

c. Mr. Gaurav Patel shall ensure compliance with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and applicable provisions of SEBI LODR Regulations, and shall furnish necessary declarations regarding his independence as required under applicable laws.

d. His appointment shall be subject to the terms and conditions set out in the appointment letter dated 30th June, 2026 and such modifications thereto as may be approved by the Company from time to time in accordance with applicable laws.

“RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary to give effect to the aforesaid resolution and make necessary filings and disclosures to regulatory authorities as may be required under applicable provisions of the Act.”

Item no. 11

Appointment of Mr Manish Tarachand Pande (DIN: 08712019) as Non-Executive Independent Director of the Company:

For this purpose, 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 149, 150, 152 and 161(1) read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, read with applicable regulation and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr Manish Tarachand Pande (DIN: 08712019), who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 30th June, 2026, pursuant to the provisions of Section 161(1) of the Act and who holds office up to the date of this Annual General Meeting, and who has submitted a declaration that she meets the criteria of independence as provided in section 149(6) of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term of five (5) consecutive years commencing from 30th June, 2026 and ending on 29th June, 2031."

1. Period of Appointment

Mr Manish Tarachand Pande (DIN: 08712019) shall hold office as a Non-Executive Independent Director of the Company for a first term of five (5) consecutive years commencing from 30th June, 2026 and ending on 29th June, 2031, subject to the provisions of the Companies Act, 2013, the Rules made thereunder, the Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherever applicable, and other applicable laws.

He shall not be liable to retire by rotation in accordance with the provisions of Section 149(13) of the Companies Act, 2013, and shall continue to hold office until the expiry of his term, resignation, removal, vacation of office or otherwise in accordance with the provisions of the Companies Act, 2013 and other applicable laws.

2. Remuneration

Mr Manish Tarachand Pande (DIN: 08712019) shall be entitled to receive sitting fees for attending meetings of the Board of Directors and/or Committees thereof and reimbursement of expenses, in accordance with the terms approved by the Board of Directors from time to time and subject to the provisions of the Companies Act, 2013, the Rules made thereunder and other applicable laws. The Company may pay such other remuneration, including commission, if any, as may be approved by the Members of the Company and in accordance with the applicable provisions of the Companies Act, 2013 and other applicable laws

3. Other Terms

a. Mr Manish Tarachand Pande shall discharge such duties and responsibilities as may be entrusted to him by the Board of Directors from time to time, subject to the provisions of the Companies Act, 2013, Schedule IV thereto and applicable laws.

b. Mr Manish Tarachand Pande shall act in accordance with the provisions of Schedule IV to the Companies Act, 2013 and shall comply with the duties and obligations applicable to an Independent Director under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

c. He shall ensure compliance with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and applicable provisions of SEBI LODR Regulations, and shall furnish necessary declarations regarding his independence as required under applicable laws.

d. His appointment shall be subject to the terms and conditions set out in the appointment letter dated 30th June, 2026 and such modifications thereto as may be approved by the Company from time to time in accordance with applicable laws.

“RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary to give effect to the aforesaid resolution and make necessary filings and disclosures to regulatory authorities as may be required under applicable provisions of the Act.”

Item no. 12

Appointment of Ms. Neha Hardeepsingh Narang (DIN: 11666521) as a Non-Executive Non-Independent Woman Director (Professional Category) of the Company:

For this purpose, to consider and if deemed fit, to pass, with or without modification the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and other applicable laws (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for the appointment of Ms Neha Hardeepsingh Narang (DIN: 11666521), who was appointed as an Additional Non-Executive Women Director (Professional Category) of the Company with effect from 30th June, 2026 pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, as an Non-Executive Non-Independent Women Director (Professional Category) of the Company, liable to retire by rotation, upon the following terms and conditions:

1. Period of Appointment

Ms. Neha Hardeepsingh Narang (DIN: 11666521) shall hold office as a Non-Executive Non-Independent Women Director of the Company with effect from 30th June, 2026, and shall continue to hold office in accordance with the provisions of the Companies Act, 2013, the Articles of Association of the Company and other applicable laws. She shall be liable to retire by rotation and shall continue to hold office until she resigns, is removed, otherwise vacates his office in accordance with the provisions of the Companies Act, 2013 or until otherwise determined by the Members of the Company.

2. Remuneration

Ms. Neha Hardeepsingh Narang (DIN: 11666521) shall be entitled to receive sitting fees for attending meetings of the Board of Directors and/or Committees thereof and reimbursement of expenses, in accordance with the terms approved by the Board of Directors from time to time and subject to the provisions of the Companies Act, 2013, the Rules made thereunder and other applicable laws.

The Company may pay such other remuneration, including commission, if any, as may be approved by the Members of the Company and in accordance with the applicable provisions of the Companies Act, 2013 and other applicable laws

3. Other Terms

a. Ms. Neha Hardeepsingh Narang shall discharge such duties and responsibilities as may be entrusted to her by the Board of Directors from time to time, subject to the provisions of the Companies Act, 2013, and applicable laws.

b. Her appointment shall be subject to the terms and conditions set out in the appointment letter dated 30th June, 2026 and such modifications thereto as may be approved by the Company from time to time in accordance with applicable laws.

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary to give effect to the aforesaid resolution and make necessary filings and disclosures to regulatory authorities as may be required under applicable provisions of the Act."

By Order of the Board of Directors of
For Simandhar Impex Limited
Sd/-
Ankita Wamanrao Hande
Company Secretary
(Membership No. A57574)

Date: 31/08/2026
Place: Mumbai

3.3 Notes:

1. Conduct of AGM through VC/OAVM: The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 03/2025 dated September 22, 2025, read with General Circular No. 20/2020 dated May 5, 2020 and other applicable circulars issued by the MCA from time to time (collectively, the "MCA Circulars"), has permitted companies to conduct their Annual General Meetings ("AGM"/"Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of Members at a common venue, till further orders, subject to compliance with the requirements specified therein.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 ("Act"), the MCA Circulars, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), the 3rd AGM of the Company is being convened and conducted through VC/OAVM, without the physical presence of the Members at a common venue.

2. Explanatory Statement: The requisite information pursuant to Section 102 of the Companies Act, 2013, Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard–2 (SS-2), in respect of the Special Business items proposed to be transacted at the AGM, is provided in **Clause 2.4 of this Notice**.

3. Proxies: 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 such proxy need not be a Member of the Company.

However, since the AGM is being conducted through VC/OAVM in accordance with the MCA Circulars, the physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members is not available for this AGM and the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Institutional / Corporate Members: Institutional / Corporate Members: Institutional/Corporate Members (i.e., Members other than individuals, HUFs, NRIs, etc.) intending to authorise their representatives to attend the AGM through VC/OAVM and to vote through remote e-voting and/or e-voting during the AGM are requested to send a scanned copy (PDF/JPG format) of the Board Resolution or governing body resolution/authorisation, as applicable, authorising their representative to attend and vote at the AGM, to the Company at simandharimpexlimited@gmail.com, with a copy marked to Bigshare Services Private Limited, the Registrar and Transfer Agent and e-voting agency of the Company, at the e-mail address specified in the e-voting instructions forming part of this Notice.

5. Dematerialisation of shares: Pursuant to Regulation 40 of the Listing Regulations, as amended, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised form, except in cases of transmission or transposition of securities. Members are advised to dematerialise their shares held in physical form by opening a demat account with a Depository Participant and completing the prescribed dematerialisation process. Members may contact the Company or its Registrar and Transfer Agent, Bigshare Services Private Limited ("BSPL"), for assistance in this regard.

6. Registration of e-mail address: To support the "Green Initiative", Members who have not yet registered or updated their e-mail address are requested to register/update the same with their respective Depository Participant(s), where the shares are held in electronic form, to ensure timely receipt of communications and documents from the Company.

7. Intimation of changes in particulars: Members are requested to intimate any change in their name, postal address, e-mail address, telephone/mobile number, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details, including name of the bank and branch, bank account number, MICR code, IFSC code, etc., to their respective Depository Participants.

8. Nomination: Pursuant to Section 72 of the Act, Members are entitled to make a nomination in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same with their respective Depository Participants in case the shares are held in electronic form, in the prescribed manner.

In case of joint holders, the Member whose name appears as the first holder in the Register of Members shall be entitled to vote at the AGM, subject to the applicable provisions and procedures governing e-voting.

9. Closure of Register of Members: The Register of Members and Share Transfer Books of the Company shall not be closed for the purpose of the AGM.

10. Queries from Members: Members seeking any information with regard to the financial statements or any other matter to be placed at the 3rd AGM are requested to send their queries from their registered e-mail address, mentioning their name, DP ID and Client ID/Folio Number and mobile number, to the Company at simandharimpexlimited@gmail.com, on or before 24th September 2026 at 5:00 p.m. IST. The queries received within the prescribed time will be suitably addressed during the AGM.

11. Speaker registration: Members who have registered themselves as speakers will only be permitted to express their views and/or ask questions during the AGM. The Company may, depending upon the availability of time, permit such questions to be answered during the AGM.

12. Restriction on questions/speakers: The Company reserves the right to restrict the number of speakers and/or questions, as may be appropriate, to ensure the smooth and orderly conduct of the AGM.

13. Dispatch of Notice and Annual Report: In compliance with the applicable provisions of the Act, the MCA Circulars and Regulation 36(1) of the Listing Regulations, the Notice of the 3rd AGM along with the Annual Report for the financial year 2025-26 is being sent electronically to those Members whose e-mail addresses are registered with the Company/Depositories. Members whose e-mail addresses are not registered with the Company/Depositories will be sent a letter containing the web-link, including the exact path, where the complete Annual Report is available. Members may note that the Notice of the AGM and the Annual Report for FY 2025-26 will also be available on the website of the Company at https://simandharimpex.com/annual-reports/ and on the website of BSE Limited at www.bseindia.com. Members may also request a physical copy of the complete Annual Report from the Company, which shall be provided in accordance with the applicable provisions of the Act and the Listing Regulations. The revised Regulation 36(1)(b) specifically provides for the web-link/exact path for shareholders who have not registered their e-mail addresses, while Regulation 36(1)(c) deals with providing the full Annual Report to shareholders who request it.

14. Quorum / Route Map / Attendance Slip: Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Since the AGM is being conducted through VC/OAVM in accordance with the MCA Circulars, the Route Map and Attendance Slip are not annexed to this Notice.

15. Scrutinizer: The Board of Directors has appointed Mrs. Namrata Batavia (CP No. 22253) as the Scrutinizer to scrutinize the remote e-voting and e-voting during the AGM in a fair and transparent manner and to submit the Scrutinizer's Report in accordance with the applicable provisions of the Act and the Rules made thereunder.

16. The instructions for shareholders for remote e-voting, Instructions for members for attending the AGM through VC / OAVM and the instructions for shareholders voting on the day of the AGM on e-voting system are given at the end of the notice.

3.4 Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

The explanatory statement as required by section 102 of the Companies Act, 2013, setting out all material facts relating to Special Businesses mentioned in the accompanying Notice for convening the Third Annual General Meeting of the Members of the Company, is as under:

Item no. 2: To consider and approve the increase in the borrowing limits of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013. and;

Item No. 3: To consider and approve the Creation of Security on the Assets of the Company pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

The Company, in the ordinary course of its business, may be required to raise funds from time to time to meet its present and future business requirements, including working capital requirements, capital expenditure, business expansion, strategic investments, acquisitions, refinancing of existing indebtedness and other general corporate purposes.

Accordingly, the Board of Directors considers it appropriate to enhance the borrowing powers of the Company and to authorize the Board to borrow monies, from time to time, notwithstanding that the aggregate amount of monies borrowed (excluding temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total outstanding borrowings shall not exceed **₹500,00,00,000/- (Rupees Five Hundred Crores Only)** at any point in time.

In connection with such borrowings, banks, financial institutions, debenture holders, security trustees and other lenders generally require security to be created over the Company's movable and/or immovable properties, assets, undertakings, receivables, cash flows or other assets, whether existing or future. Such security may, in certain cases, extend to the whole or substantially the whole of an undertaking of the Company.

Pursuant to the provisions of **Section 180(1)(c)** of the Companies Act, 2013, the Board of Directors cannot borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company (excluding temporary loans obtained from the Company's bankers in the ordinary course of business) without the approval of the Members by way of a **Special Resolution**.

Further, pursuant to the provisions of **Section 180(1)(a)** of the Companies Act, 2013, the Board of Directors requires the approval of the Members by way of a **Special Resolution** to create mortgages, charges, hypothecation, pledges, liens, assignments or other security interests over the whole or substantially the whole of the undertaking(s) of the Company or its assets for securing such borrowings.

The proposed resolutions under **Item Nos. 2 and 3** are intended to provide the Board of Directors with the necessary financial flexibility to raise funds and create appropriate security in favor of lenders, whenever required, on such terms and conditions as may be considered commercially expedient and in the best interests of the Company.

Accordingly, the Board of Directors recommends the **Special Resolutions** set out at **Item Nos. 2 and 3** of the accompanying Notice for approval by the Members.

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

Item No. 4: To consider and approve the limits under Section 186 of the Companies Act, 2013 for making loans, giving guarantees, providing securities and making investments.

In the ordinary course of business and in furtherance of its strategic objectives, the Company may, from time to time, be required to make investments, provide loans (including inter-corporate loans), extend guarantees, provide securities or undertake such other transactions in connection with its business operations, subsidiaries, joint ventures, associates, group entities or other bodies corporate and persons, as may be considered appropriate by the Board of Directors.

Pursuant to the provisions of Section 186 of the Companies Act, 2013, a company is permitted to make loans, give guarantees, provide securities and make investments within the limits prescribed under Section 186(2) of the Act. Where the aggregate of such loans, guarantees, securities and investments exceed the prescribed limits, prior approval of the Members by way of a Special Resolution is required.

Considering the Company's existing and future business requirements, expansion plans, strategic investments, treasury management requirements and other business opportunities that may arise from time to time, the Board considers it desirable to obtain the approval of the Members to authorize the Board of Directors to make loans, give guarantees, provide securities and make investments, from time to time, in one or more tranches, notwithstanding that the aggregate of such loans, guarantees, securities and investments may exceed the limits specified under Section 186(2) of the Companies Act, 2013, provided that the aggregate outstanding amount of all such loans, guarantees, securities and investments shall not, at any time, exceed ₹500,00,00,000/- (Rupees Five Hundred Crores Only).

The proposed authorization will provide the Board with the necessary operational and financial flexibility to undertake such transactions in a timely manner, as may be considered expedient and in the best interests of the Company, while ensuring compliance with the applicable provisions of the Companies Act, 2013, the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

The Board of Directors is of the opinion that the proposed authorization is in the best interests of the Company and accordingly recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members. None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their respective shareholding, if any, in the Company.

Item no. 5: To consider and approve the alteration of the Object Clause and the Ancillary Objects Clause of the Memorandum of Association of the Company.

Pursuant to the successful completion of the acquisition of control and management of the Company and in line with the Company's revised business strategy and long-term growth plans, the Board of Directors has undertaken a review of the existing Memorandum of Association ("MOA") of the Company.

The Board is of the view that the existing Object Clause requires expansion to enable the Company to undertake additional business activities and to align the MOA with the Company's present and proposed business operations. Accordingly, it is proposed to alter Clause III(A) (Objects to be pursued by the Company on its incorporation) and Clause III(B) (Matters which are necessary for furtherance of the objects specified in Clause III(A)) of the Memorandum of Association by inserting additional Main Object Clauses and Ancillary Object Clauses.

The proposed amendments, inter alia, seek to enable the Company to:

i. undertake a wider range of trading, merchanting, import, export, processing, warehousing, logistics and allied activities in relation to various commodities, goods and merchandise through physical and digital platforms;

ii. promote, acquire, invest in and support subsidiaries, associate companies, joint ventures, LLPs, special purpose vehicles and other entities engaged in lawful businesses;

iii. incorporate enabling ancillary provisions relating to borrowings, banking operations, creation of security, financing arrangements, operation of bank accounts, execution of negotiable instruments and other matters incidental or conducive to the attainment of the proposed objects.

The proposed alterations are intended to broaden the operational scope of the Company, provide greater flexibility to pursue future business opportunities and facilitate efficient conduct of the Company's business, while preserving the existing objects contained in the Memorandum of Association.

In terms of the provisions of Sections 4 and 13 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, any alteration of the Object Clause of the Memorandum of Association requires the approval of the Members by way of a Special Resolution.

A copy of the existing Memorandum of Association together with the proposed amended Memorandum of Association highlighting the proposed alterations shall be available for inspection by the Members during business hours at the Registered Office of the Company and shall also be made available electronically in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors is of the opinion that the proposed alteration of the Memorandum of Association is in the best interests of the Company and its Members and accordingly recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members.

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

Item no. 6: To consider and approve the adoption of a new set of Articles of Association of the Company in substitution for the existing Articles of Association.

Pursuant to the recent change in management and control of the Company, the Board of Directors has undertaken a comprehensive review of the existing Articles of Association ("AOA") of the Company to align the Company's constitutional document with the provisions of the Companies Act, 2013, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

Further, in view of the proposed alteration of the Object Clause of the Memorandum of Association, the revised business requirements of the Company, evolving corporate governance practices and the need to provide greater operational flexibility, the Board considers it appropriate to adopt a new set of Articles of Association incorporating updated provisions relating to, inter alia, the share capital, Board of Directors, Committees of the Board, general meetings, governance framework, voting rights, delegation of powers, administrative procedures and other operational matters.

Considering the extent and nature of the proposed changes, the Board is of the view that it would be more practical and appropriate to adopt a new set of Articles of Association in substitution for, and to the entire exclusion of, the existing Articles of Association, instead of carrying out multiple amendments to the existing Articles.

In terms of the provisions of Section 14 of the Companies Act, 2013, alteration of the Articles of Association of a company requires the approval of the Members by way of a Special Resolution.

A copy of the existing Articles of Association and the proposed new set of Articles of Association shall be available for inspection by the Members during business hours at the Registered Office of the Company and shall also be made available electronically in accordance with the provisions of the Companies Act, 2013, the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors is of the opinion that the proposed adoption of the new set of Articles of Association is in the best interests of the Company and its Members and accordingly recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval by the Members.

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

Item no. 7: To appoint Mr. Amit Suresh Ninawe (DIN: 11707767) as the Executive Director.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its Meeting held on 06th June, 2026, appointed Mr. Amit Suresh Ninawe (DIN: 11707767) as an Additional Executive Director (Professional Category) of the Company with effect from 06th June, 2026, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("Act"). In accordance with the provisions of Section 161 of the Act, Mr. Amit Suresh Ninawe holds office up to the date of this Annual General Meeting and is eligible for appointment as an Executive Director of the Company.

Further, at its Meeting held on 30th June, 2026, the Board of Directors appointed Mr. Amit Suresh Ninawe as the Chief Financial Officer (CFO) and Key Managerial Personnel (KMP) of the Company pursuant to Sections 179 and 203 of the Companies Act, 2013. His appointment as Chief Financial Officer is independent of and in addition to his appointment as Executive Director.

The Board, based on the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr. Amit Suresh Ninawe as an Executive Director (Professional Category) for a period of five (5) years commencing from 06th June, 2026 to 05th June, 2031, liable to retire by rotation, subject to the approval of the Members.

Mr. Amit Suresh Ninawe shall be paid a remuneration of ₹1,00,000/- (Rupees One Lakh Only) per month, together with such allowances, perquisites, benefits and reimbursement of expenses as may be approved by the Board of Directors from time to time, within the limits prescribed under the Companies Act, 2013. The aforesaid remuneration shall be payable for a period of three (3) years, i.e., from 06th June, 2026 to 05th June, 2029, in accordance with the provisions of Schedule V to the Companies Act, 2013.

In the event of absence or inadequacy of profits during the said period, the aforesaid remuneration shall be paid as the minimum remuneration in accordance with the provisions of Section 197 read with Schedule V of the Act and other applicable provisions thereof. Any continuation or revision of remuneration beyond the said period shall be subject to such approvals as may be required under the Companies Act, 2013 and other applicable laws.

The Board is of the opinion that, having regard to the qualifications, experience, expertise, knowledge and leadership capabilities of Mr. Amit Suresh Ninawe, his continued association as an Executive Director would be of significant value to the Company and would strengthen its management and governance framework.

Mr. Amit Suresh Ninawe has provided:

a. his consent to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014;

b. intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under section 164 of the Act; and

A brief profile of Mr. Amit Suresh Ninawe and other disclosures as required under the Companies Act, 2013, Secretarial Standard-2 on General Meetings and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are as under.

Sr.num	Particulars	Information
1.	Date of birth/ Age	08/10/1989 36 years, 9 months
2.	Qualifications	Chartered Accountant (CA) – Member of the Institute of Chartered Accountants of India (ICAI).
3.	Experience	13 years of extensive and diversified professional experience.
4.	terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person,	As mentioned in Resolution Rs. 1,00,000/- per month Nil
5.	Date of first appointment on the Board of the Company	06/06/2026
6.	Details of Shareholding in the Company	Nil
7.	Details of relationship with other Directors, Manager and Key Managerial Personnel of the Company	No
8.	Number of Board Meetings attended during the financial year 2026-27 (out of the total meetings held during their tenure as director)	2 (Two)
9.	List of other Directorships (excluding foreign companies & section 8 companies)	Nil

<table>
<tr><td>10.</td><td>Membership / Chairmanship of Committees of the other Boards</td><td>Nil</td></tr>
<tr><td>I.</td><td colspan="2">General Information</td></tr>
<tr><td>1.</td><td>Nature of industry</td><td>The Company is engaged in the business of trading, importing, exporting, marketing, distribution and dealing in gold, silver, platinum, bullion, diamonds, precious and semi-precious stones, gems, jewellery and allied products. The Company undertakes wholesale and retail trading activities, including buying, selling, stocking, brokerage, commission agency and distribution of such products in domestic as well as international markets. It also carries on activities relating to the design, fabrication, repair, polishing, refining and marketing of jewellery and precious stones and leverages online, offline and e-commerce platforms for the promotion, sale and distribution of its products and related services.</td></tr>
<tr><td>2.</td><td>Date or expected date of commencement of commercial production</td><td>The Company is already carrying on its existing business operations. Accordingly, the "Date or expected date of commencement of commercial production" is Not Applicable, as the Company is engaged in the trading, import, export, marketing and distribution of gold, silver, bullion, jewellery, diamonds, precious and semi-precious stones and allied products, and not in manufacturing requiring commencement of commercial production.</td></tr>
<tr><td>3.</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>NA</td></tr>
<tr><td>4.</td><td>Financial performance based on given indicators</td><td>
<table>
<tr><td colspan="3">Amount in Rs. Lakhs</td></tr>
<tr><td>Particulars</td><td>Year ended March 31, 2026</td><td>Year ended March 31, 2025</td></tr>
<tr><td>Income from Operations and other Income</td><td>154.40</td><td>0.00</td></tr>
<tr><td>Profit/(Loss) before Tax</td><td>0.58</td><td>-1.17</td></tr>
<tr><td>Profit/(Loss) after Tax</td><td>0.43</td><td>-1.17</td></tr>
</table>
</td></tr>
<tr><td>5.</td><td>Foreign investments or collaborations, if any</td><td>Nil</td></tr>
<tr><td>II</td><td colspan="2">Information about the appointee:</td></tr>
</table>

1.	**Background details**	CA Amit Ninawe possesses over 13 years of extensive and diversified experience across finance, accounting, taxation, audit, banking, project finance, and regulatory compliance. As a qualified Chartered Accountant, he brings deep expertise in financial planning, treasury management, budgeting, financial reporting, internal controls, taxation, and statutory compliance — capabilities critical to a BSE-listed company. Throughout his career, he has successfully managed complex financial operations while ensuring transparency, governance, and adherence to applicable regulatory frameworks. In his previous role as Senior Credit Manager with ICICI Bank Ltd., he gained significant experience in credit appraisal, risk assessment, underwriting, portfolio monitoring, and the implementation of effective risk-mitigation strategies, contributing to improved credit quality and reduction of non-performing assets. He possesses comprehensive knowledge of GST, Income Tax, TDS, internal audit, CMA report preparation, project finance, banking compliance, and financial forecasting. His ability to work closely with auditors, financial institutions, regulatory authorities, and senior management has enabled organizations to strengthen financial governance, improve operational efficiency, and support sustainable growth. His expertise in optimizing funding structures, improving financial controls, and driving process efficiencies is expected to contribute significantly toward enhancing shareholder value, while his strategic approach to finance and risk management positions him well to support the Company's long-term growth objectives and financial stability.
2.	**Past remuneration**	Nil
3.	**Recognition or awards**	Nil
4.	**Job profile and** **his suitability**	Mr. Amit Ninawe, as the Executive Director and Chief Financial Officer, shall be responsible for overseeing the overall finance and accounts functions of the Company, including financial planning, budgeting, treasury, taxation, audit, statutory and regulatory compliances, financial reporting, banking and risk management. He shall also assist the Board in formulating and implementing the Company's financial and business strategies to achieve its long-term objectives. The Board is of the opinion that Mr. Amit Ninawe possesses the requisite qualifications, knowledge and over 13 years of diversified experience in finance, accounting, banking, taxation, audit and regulatory compliance. His professional expertise as a Chartered Accountant and his experience in financial management, governance and risk management make him well suited for the position of Executive Director and Chief Financial Officer of the Company.

5.	**Terms and conditions of appointment and proposed Remuneration**	As mentioned in the resolution.
6.	**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**	Considering the size of the Company, the nature of its business, the scope of responsibilities attached to the position of Executive Director and Chief Financial Officer, and Mr. Amit Ninawe's qualifications and over 13 years of diversified experience in finance, accounting, banking, taxation, audit and regulatory compliance, the proposed remuneration of ₹1,00,000 (Rupees One Lakh only) per month is fair, reasonable and commensurate with his role, responsibilities and professional expertise. The proposed remuneration is in line with the Company's current scale of operations and is comparable with remuneration paid for similar positions in companies of a similar nature and size.
7.	**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any**	Mr. Amit Ninawe is being paid remuneration by the Company in his capacity as the Executive Director and Chief Financial Officer and a Key Managerial Personnel of the Company. He may also receive remuneration from another company, subject to the provisions of the Companies Act, 2013, including Schedule V thereto, and subject to compliance with the applicable statutory provisions and obtaining such approvals as may be required. Other than the remuneration payable to him in the aforesaid capacity, Mr. Amit Ninawe does not have any pecuniary relationship, directly or indirectly, with the Company or with any other Managerial Personnel of the Company.
III	**Other information:**	
1.	**Reasons of loss or inadequate profits**	The Company was incorporated in 2023 and became a listed entity pursuant to the Scheme of Demerger from Parshva Enterprises Limited in December 2025. Following the recent change in management and acquisition of control, the Company is in the process of implementing its business strategy, strengthening its operations and exploring new growth opportunities. Accordingly, the Company has not yet achieved adequate profitability.
2.	**Steps taken or proposed to be taken for improvement**	The Company has undergone a change in management and is focused on strengthening its business operations, improving operational efficiencies and implementing strategic business initiatives. The management is also exploring new business opportunities, optimizing resource utilization and strengthening financial and corporate governance practices with a view to improving the Company's overall performance and profitability.
3.	**Expected increase in productivity and profits in measurable terms**	The Company expects a gradual improvement in productivity and profitability as a result of the strategic initiatives being implemented by the new management. However, considering the ongoing transition phase, it is not feasible to quantify the expected increase in measurable terms at this stage.

Other remaining disclosure as required under regulation 36 (3) of SEBI(LODR) Regulation 2015:

Sr. Num	Particulars	Details
a.	**a brief resume of the director**	CA Amit Suresh Ninawe is a qualified Chartered Accountant with over 13 years of extensive and diversified experience in finance, accounting, taxation, audit, banking, project finance, treasury management, and regulatory compliance. He has held key positions in banking and corporate finance, including serving as Senior Credit Manager at ICICI Bank Ltd., where he gained significant expertise in credit appraisal, risk assessment, underwriting, and portfolio management. He possesses strong knowledge of financial planning, budgeting, financial reporting, internal controls, GST, Income Tax, TDS, CMA report preparation, project finance, and statutory compliance. Throughout his career, he has successfully managed complex financial operations while ensuring robust governance, regulatory compliance, and operational efficiency. His expertise in financial strategy, treasury management, funding optimization, and risk management enables him to contribute effectively to corporate growth, financial stability, and long-term value creation, making him well-equipped to serve in a leadership role in a listed company.
b.	**nature of expertise in specific functional areas**	Finance and Accounts, Financial Planning, Treasury Management, Budgeting, Financial Reporting, Banking and Credit Appraisal, Project Finance, Risk Management, Taxation (GST, Income Tax & TDS), Internal Audit, CMA Report Preparation, Statutory and Regulatory Compliance, Internal Financial Controls, Corporate Finance, and Financial Governance.
c.	**disclosure of relationships between directors inter-se**	**Nil**
d.	**names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years; and**	**Nil**
e.	**shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner**	**Nil**
f.	**In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.**	**NA**

The terms and conditions of appointment, including the Appointment Letter dated 06th June, 2026 and the Supplementary Appointment Letter dated 30th June, 2026, shall be available for inspection by the Members in accordance with the applicable provisions of the Companies Act, 2013.

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

Except Mr. Amit Suresh Ninawe and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their respective shareholding, if any, in the Company.

Item no. 8: To appoint Mr. Lalit Naresh Nagdev (DIN: 11709670) as the Executive Director.

The Board of Directors, at its meeting held on **06th June, 2026**, based on the recommendation of the Nomination and Remuneration Committee, appointed **Mr. Lalit Naresh Nagdev (DIN: 11709670)** as an **Additional Executive Director (Professional Category)** of the Company with effect from **06th June, 2026**, pursuant to the provisions of Sections 161 and other applicable provisions of the Companies Act, 2013. He holds office as an Additional Director up to the date of this Annual General Meeting and is eligible for appointment as an Executive Director of the Company.

The Board has, on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Lalit Naresh Nagdev as an **Executive Director (Professional Category)** for a period of **five (5) years** commencing from **06th June, 2026** to **05th June, 2031**, liable to retire by rotation, subject to the approval of the Members.

Mr. Lalit Naresh Nagdev is a qualified Chartered Accountant having extensive experience in finance, accounting, taxation, banking, regulatory compliance, corporate governance and strategic management. Considering his professional qualifications, experience and leadership capabilities, the Board is of the opinion that his appointment will strengthen the management team and contribute significantly to the Company's growth and governance framework.

The Board has also appointed Mr. Lalit Naresh Nagdev as the **Chief Executive Officer (CEO)** and **Key Managerial Personnel** of the Company with effect from the conclusion of the Board Meeting held on **30th June, 2026**, pursuant to Sections 179 and 203 of the Companies Act, 2013. His appointment as CEO is independent of his appointment as Executive Director, and he shall continue to discharge the duties of both offices in accordance with the applicable provisions of the Companies Act, 2013 and other applicable laws.

The Members' approval is also sought for payment of remuneration of **₹1,00,000/- (Rupees One Lakh only) per month**, together with such allowances, perquisites, benefits and reimbursement of expenses as approved by the Board from time to time, for a period of three (3) years commencing from **06th June, 2026** to **05th June, 2029**, including payment of the said remuneration as minimum remuneration in the event of absence or inadequacy of profits, in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

In the event of absence or inadequacy of profits during the said period, the aforesaid remuneration shall be paid as the minimum remuneration in accordance with the provisions of Section 197 read with Schedule V of the Act and other applicable provisions thereof. Any continuation or revision of remuneration beyond the said period shall be subject to such approvals as may be required under the Companies Act, 2013 and other applicable laws.

The Board is of the opinion that, having regard to the qualifications, experience, expertise, knowledge and leadership capabilities of Mr. Lalit Naresh Nagdev, his continued association as an Executive Director would be of significant value to the Company and would strengthen its management and governance framework.

Mr. Lalit Naresh Nagdev has provided:

a. his consent to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014;
b. b. intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under section 164 of the Act; and

A brief profile of Mr. Mr. Lalit Naresh Nagdev and other disclosures as required under the Companies Act, 2013, Secretarial Standard-2 on General Meetings and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are as under.

Sr.num	Particulars	Information
1.	**Date of birth/** **Age**	20/12/1996 29 Years 7 months
2.	**Qualifications**	Chartered Accountant (CA) – Qualified member of the Institute of Chartered Accountants of India
3.	**Experience**	over 9 years of diversified professional experience.
4.	**terms and conditions of appointment or re-appointment** **along with details of remuneration sought to be paid and** **the remuneration last drawn by such person,**	**As mentioned in the resolution** **Rs. 1,00,000/- (per month)** **Nil**
5.	**Date of first appointment on the Board of the Company**	06/06/2026
6.	**Details of Shareholding in the Company**	Nil
7.	**Details of relationship with other Directors, Manager and Key Managerial Personnel of the Company**	No
8.	**Number of Board Meetings attended during the financial year 2026-27 (out of the total meetings held during their tenure as director)**	2 (Two)
9.	**List of other Directorships (excluding foreign companies & section 8 companies)**	Nil
10.	**Membership / Chairmanship of Committees of the other Boards**	Nil
I.	**General Information**	
1.	**Nature of industry**	The Company is engaged in the business of trading, importing, exporting, marketing, distribution and dealing in gold, silver, platinum, bullion, diamonds, precious and semi-precious stones, gems, jewellery and allied products. The Company undertakes wholesale and retail trading activities, including buying, selling, stocking, brokerage, commission agency and distribution of such products in domestic as well as international markets. It also carries on activities relating to the design, fabrication, repair, polishing, refining and marketing of jewellery and precious stones

		and leverages online, offline and e-commerce platforms for the promotion, sale and distribution of its products and related services.
2.	**Date or expected date of commencement of commercial production**	The Company is already carrying on its existing business operations. Accordingly, the "Date or expected date of commencement of commercial production" is **Not Applicable**, as the Company is engaged in the trading, import, export, marketing and distribution of gold, silver, bullion, jewellery, diamonds, precious and semi-precious stones and allied products, and not in manufacturing requiring commencement of commercial production.
3.	**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**	**NA**
4.	**Financial performance based on given indicators**	(see table below)
5.	**Foreign investments or collaborations, if any**	**Nil**
II	**Information about the appointee:**	
1.	**Background details**	CA Lalit Nagdev is a qualified Chartered Accountant with over 9 years of diversified professional experience spanning finance, banking, audit, taxation, regulatory compliance, and corporate management across India and international markets, including the UAE. His strong financial expertise, leadership abilities, and strategic management capabilities make him well-suited for appointment as Executive Director and Chief Executive Officer of the Company. In his professional roles, he has been responsible for overseeing financial compliance, regulatory coordination, ERP implementation, internal control systems, and operational management. His exposure to international business practices and governance frameworks has enhanced his ability to manage

Amount in Rs. Lakhs

Particulars	**Year ended March 31, 2026**	**Year ended March 31, 2025**
Income from Operations and other Income	154.40	0.00
Profit/(Loss) before Tax	0.58	-1.17
Profit/(Loss) after Tax	0.43	-1.17

		complex organizational structures and ensure effective compliance and operational efficiency. Earlier, his experience with Axis Bank Ltd. in the SME Credit Department provided in-depth exposure to credit appraisal, financial analysis, risk assessment, business evaluation, and loan structuring for corporate and business clients — strengthening his understanding of financial risk management, business growth strategies, and corporate financing structures. He has also gained valuable experience in statutory audits, taxation, GST compliance, financial reporting, and advisory services through reputed chartered accountancy firms and corporate organizations. His certifications in Concurrent Audit of Banks and IND AS from ICAI reflect his commitment to professional excellence and up-to-date regulatory knowledge.
2.	**Past remuneration**	Nil
3.	**Recognition or awards**	Nil
4.	**Job profile and** **his suitability**	Mr. Lalit Naresh Nagdev, as the Executive Director and Chief Executive Officer, shall be responsible for the overall management of the Company's business and operations, including strategic planning, business development, operational oversight, financial management, regulatory compliance, corporate governance and implementation of the decisions of the Board of Directors. The Board is of the opinion that Mr. Lalit Naresh Nagdev possesses the requisite qualifications, knowledge and over 9 years of diversified experience in finance, banking, audit, taxation, regulatory compliance and corporate management. His professional expertise as a Chartered Accountant and leadership capabilities make him well suited for the position of Executive Director and Chief Executive Officer of the Company and are expected to contribute significantly to the Company's growth and long-term success.
5.	**Terms and conditions of appointment and proposed Remuneration**	As mentioned in the resolution.
6.	**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**	Considering the size of the Company, the nature of its business, and the responsibilities attached to the position of Executive Director and Chief Executive Officer, the proposed remuneration of **₹1,00,000 (Rupees One Lakh only) per month** payable to Mr. Lalit Naresh Nagdev is fair, reasonable and commensurate with his qualifications, experience and responsibilities. Having regard to his professional expertise as a Chartered Accountant and over 9 years of diversified experience in finance, banking, audit, taxation, regulatory compliance and corporate management, the proposed remuneration is appropriate and is in line with the Company's current scale of operations and industry practices.
7.	**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**	Mr. Lalit Naresh Nagdev shall be paid remuneration by the Company in his capacity as the Executive Director and Chief Executive Officer and a Key Managerial Personnel of the Company. He may also receive remuneration from another company, subject

		to the provisions of the Companies Act, 2013, including Schedule V thereto, and subject to compliance with the applicable statutory provisions and obtaining such approvals as may be required. Other than the remuneration payable to him in the aforesaid capacity, Mr. Lalit Naresh Nagdev does not have any pecuniary relationship, directly or indirectly, with the Company or with any other Managerial Personnel of the Company.
III	**Other information:**	
1.	**Reasons of loss or inadequate profits**	The Company was incorporated in 2023 and became a listed entity pursuant to the Scheme of Demerger from Parshva Enterprises Limited in December 2025. Following the recent change in management and acquisition of control, the Company is in the process of implementing its business strategy, strengthening its operations and exploring new growth opportunities. Accordingly, the Company has not yet achieved adequate profitability.
2.	**Steps taken or proposed to be taken for improvement**	The Company has undergone a change in management and is focused on strengthening its business operations, improving operational efficiencies and implementing strategic business initiatives. The management is also exploring new business opportunities, optimizing resource utilization and strengthening financial and corporate governance practices with a view to improving the Company's overall performance and profitability.
3.	**Expected increase in productivity and profits in measurable terms**	The Company expects a gradual improvement in productivity and profitability as a result of the strategic initiatives being implemented by the new management. However, considering the ongoing transition phase, it is not feasible to quantify the expected increase in measurable terms at this stage.

Other remaining disclosure as required under regulation 36 (3) of SEBI(LODR) Regulation 2015:

Sr. Num	Particulars	Details
a.	**a brief resume of the director**	CA Lalit Nagdev is a qualified Chartered Accountant with over **9 years of diversified professional experience** in finance, banking, audit, taxation, regulatory compliance, and corporate management. He has worked across India and international markets, including the UAE, gaining valuable exposure to financial management, corporate governance, and business operations. He has extensive experience in financial compliance, regulatory coordination, ERP implementation, internal control systems, financial reporting, and operational management. During his tenure with **Axis Bank Ltd.** in the SME Credit Department, he acquired significant expertise in credit appraisal, financial analysis, risk assessment, business evaluation, and corporate financing. He has also been associated with reputed chartered accountancy firms and corporate organizations, where he gained hands-on experience in statutory audits, taxation, GST compliance, and advisory services. His professional qualifications are further strengthened by certifications in **Concurrent Audit of**

		Banks and **Indian Accounting Standards (IND AS)** from the Institute of Chartered Accountants of India (ICAI). His strong financial acumen, strategic leadership, and expertise in corporate finance, regulatory compliance, and operational management enable him to contribute effectively towards the Company's sustainable growth, sound governance, and long-term value creation.
b.	**nature of expertise in specific functional areas**	Finance and Accounts, Corporate Finance, Banking and SME Credit, Financial Planning and Analysis, Audit, Taxation (GST & Income Tax), Financial Reporting, Regulatory and Statutory Compliance, Risk Management, Internal Financial Controls, ERP Implementation, Corporate Governance, Business Operations, and Strategic Management.
c.	**disclosure of relationships between directors inter-se**	**Nil**
d.	**names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years; and**	**Nil**
e.	**shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner**	**Nil**
f.	**In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.**	**NA**

The Board considers the appointment of Mr. Lalit Naresh Nagdev as Executive Director and the payment of remuneration to be in the best interests of the Company and accordingly recommends the Special Resolution set out at Item No. 8 for approval by the Members.

Except **Mr. Lalit Naresh Nagdev** and his relatives, to the extent of their shareholding, if any, in the Company, 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 said Resolution.

Item no. 9: Appointment of Mr. Chandraprakash Wadhwani (DIN: 00300084) as a Non-Executive Non-Independent Director (Promoter Category):

The Board of Directors, at its meeting held on 30th June, 2026, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Chandraprakash Wadhwani (DIN: 00300084), a Non-Resident Indian (NRI), as an Additional Non-Executive Non-Independent Director (Promoter Category) of the Company with effect from conclusion of the Board meeting held on 30th June, 2026, pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013. In accordance with the provisions of the Act, Mr. Wadhwani holds office as an Additional Director up to the date of this Annual General Meeting and is eligible for appointment as a Non-Executive Non-Independent Director of the Company.

Mr. Chandraprakash Wadhwani has furnished his consent to act as a Director in Form DIR-2, confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013, and has submitted all requisite declarations and disclosures as required under the Companies Act, 2013, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Chandraprakash Wadhwani is a distinguished entrepreneur and business leader with extensive experience in business management, strategic planning, corporate leadership, finance and international business. The Board is of the opinion that his vast experience, leadership capabilities and strategic vision will be of significant value in guiding the Company during its next phase of growth and strengthening its corporate governance framework.

The Board has also appointed Mr. Chandraprakash Wadhwani as the Non-Executive Chairperson of the Company with effect from the conclusion of the Board Meeting held on 30th June, 2026. He shall continue to perform the duties and responsibilities of the Non-Executive Chairperson in addition to his office as a Non-Executive Non-Independent Director. His appointment as Chairperson is incidental to and co-terminus with his continuation as a Director of the Company, unless otherwise determined in accordance with the applicable provisions of law.

Mr. Chandraprakash Wadhwani shall be entitled to receive sitting fees for attending meetings of the Board of Directors and/or Committees thereof, reimbursement of expenses incurred in connection with the business of the Company and such remuneration, including commission, if any, as may be approved by the Board of Directors and the Members of the Company, wherever required, in accordance with the provisions of the Companies Act, 2013 and other applicable laws.

The Members are further informed that, in addition to the sitting fees payable to Mr. Chandraprakash Wadhwani as a Non-Executive Non-Independent Director, the Company may, in future, subject to the recommendation of the Nomination and Remuneration Committee, approval of the Board of Directors, approval of the Members wherever required, and in compliance with the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, the Rules made thereunder and other applicable laws, pay remuneration, commission, benefits and/or other emoluments to him in his capacity as Non-Executive Non-Independent Director and/or Non-Executive Chairperson of the Company, as may be determined from time to time. Such remuneration shall be subject to the limits and conditions prescribed under the Companies Act, 2013 and other applicable laws.

The Board considers the appointment of Mr. Chandraprakash Wadhwani as a Non-Executive Non-Independent Director (Promoter Category) to be in the best interests of the Company and accordingly recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the Members.

Except Mr. Chandraprakash Wadhwani and his relatives, to the extent of their shareholding, if any, in the Company, 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.

Item no. 10: Appointment of Mr. Gaurav Patel (DIN: 08889698) as Non-Executive Independent Director of the Company:

The Board of Directors, at its meeting held on 30th June, 2026, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Gaurav Patel (DIN: 08889698) as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 30th June, 2026, pursuant to the provisions of Section 161(1) of the Companies Act, 2013. In accordance with the provisions of the Act, Mr. Gaurav Patel holds office as an Additional Director up to the date of this Annual General Meeting and is eligible for appointment as a Non-Executive Independent Director of the Company.

Mr. Gaurav Patel has furnished his consent to act as a Director in Form DIR-2, confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013, and submitted a declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015. The Company has also received the requisite declarations, disclosures and confirmations from him as required under the Companies Act, 2013, the Rules made thereunder and the SEBI LODR Regulations.

Mr. Gaurav Patel possesses extensive professional experience and expertise in the fields of corporate management, governance, finance and business strategy. The Board is of the opinion that his knowledge, experience, integrity and independent judgment will provide valuable guidance to the Board and contribute to strengthening the Company's governance framework and long-term growth.

The Board has, therefore, recommended the appointment of Mr. Gaurav Patel as a Non-Executive Independent Director of the Company for a first term of five (5) consecutive years, commencing from 30th June, 2026 and ending on 29th June, 2031, not liable to retire by rotation, in accordance with the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013.

Mr. Gaurav Patel shall be entitled to receive sitting fees for attending the meetings of the Board of Directors and/or Committees thereof, reimbursement of expenses incurred in connection with the business of the Company and such remuneration, including commission, if any, as may be approved by the Board of Directors and the Members of the Company, wherever required, in accordance with the provisions of Sections 197 and 198 of the Companies Act, 2013, the Rules made thereunder and other applicable laws.

In the opinion of the Board, Mr. Gaurav Patel fulfils the conditions specified in the Companies Act, 2013 and the SEBI LODR Regulations for appointment as an Independent Director and is independent of the management of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval of the Members.

Except Mr. Gaurav Patel and his relatives, to the extent of their shareholding, if any, in the Company, 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.

Item no. 11: Appointment of Mr Manish Tarachand Pande (DIN: 08712019) as Non-Executive Independent Director of the Company.

The Board of Directors, at its meeting held on **30th June, 2026**, based on the recommendation of the Nomination and Remuneration Committee, appointed **Mr. Manish Tarachand Pande (DIN: 08712019)** as an **Additional Director** in the category of **Non-Executive Independent Director** of the Company with effect from **30th June, 2026**, pursuant to the provisions of Section 161(1) of the Companies Act, 2013. In accordance with the provisions of the Act, Mr. Pande holds office as an Additional Director up to the date of this Annual General Meeting and is eligible for appointment as a Non-Executive Independent Director of the Company.

Mr. Manish Tarachand Pande has furnished his consent to act as a Director in Form DIR-2, confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013, and submitted a declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also received all requisite declarations, disclosures and confirmations from him as required under the Companies Act, 2013, the Rules made thereunder and the SEBI LODR Regulations.

Mr. Manish Tarachand Pande possesses extensive professional experience, knowledge and expertise in the fields of corporate management, governance and business administration. The Board is of the opinion that his experience, integrity and independent judgment will provide valuable guidance to the Board and contribute towards strengthening the Company's governance framework and long-term growth.

The Board has, therefore, recommended the appointment of Mr. Manish Tarachand Pande as a **Non-Executive Independent Director** of the Company for a **first term of five (5) consecutive years**, commencing from **30th June, 2026** and ending on **29th June, 2031**, not liable to retire by rotation, in accordance with the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013.

Mr. Manish Tarachand Pande shall be entitled to receive sitting fees for attending the meetings of the Board of Directors and/or Committees thereof, reimbursement of expenses incurred in connection with the business of the Company and such remuneration, including commission, if any, as may be approved by the Board of Directors and the Members of the Company, wherever required, in accordance with the provisions of **Sections 197 and 198 of the Companies Act, 2013**, the Rules made thereunder and other applicable laws.

In the opinion of the Board, Mr. Manish Tarachand Pande fulfils the conditions specified in the Companies Act, 2013 and the SEBI LODR Regulations for appointment as an Independent Director and is independent of the management of the Company.

The Board recommends the **Ordinary Resolution** set out at **Item No. 11** of the Notice for approval by the Members.

Except Mr. Manish Tarachand Pande and his relatives, to the extent of their shareholding, if any, in the Company, 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.

Item no. 12: Appointment of Ms. Neha Hardeepsingh Narang (DIN: 11666521) as a Non-Executive Non-Independent Woman Director (Professional Category) of the Company.

The Board of Directors, at its meeting held on 30th June, 2026, based on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Neha Hardeepsingh Narang (DIN: 11666521) as an Additional Non-Executive Non-Independent Woman Director (Professional Category) of the Company with effect from 30th June, 2026, pursuant to the provisions of Section 161 of the Companies Act, 2013. In accordance with the provisions of the Act, Ms. Neha Hardeepsingh Narang holds office as an Additional Director up to the date of this Annual General Meeting and is eligible for appointment as a Non-Executive Non-Independent Woman Director of the Company.

Ms. Neha Hardeepsingh Narang has furnished her consent to act as a Director in Form DIR-2, confirmed that she is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013, and submitted all requisite declarations, disclosures and confirmations as required under the Companies Act, 2013, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ms. Neha Hardeepsingh Narang possesses professional experience and expertise in the fields of corporate management, business administration and governance. The Board is of the opinion that her knowledge, experience and professional acumen will provide valuable guidance to the Board and contribute towards strengthening the Company's governance framework and business operations.

The Board has, therefore, recommended the appointment of Ms. Neha Hardeepsingh Narang as a Non-Executive Non-Independent Woman Director (Professional Category) of the Company with effect from 30th June, 2026, liable to retire by rotation, in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.

Ms. Neha Hardeepsingh Narang shall be entitled to receive sitting fees for attending the meetings of the Board of Directors and/or Committees thereof, reimbursement of expenses incurred in connection with the business of the Company and such remuneration, including commission, if any, as may be approved by the Board of Directors and the Members of the Company, wherever required, in accordance with the provisions of Sections 197 and 198 of the Companies Act, 2013 and other applicable laws.

The Board considers the appointment of Ms. Neha Hardeepsingh Narang as a Non-Executive Non-Independent Woman Director (Professional Category) to be in the best interests of the Company and accordingly recommends the Ordinary Resolution set out at Item No. 12 of the Notice for approval by the Members.

Except Ms. Neha Hardeepsingh Narang and her relatives, to the extent of their shareholding, if any, in the Company, 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.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE THIRD ANNUAL GENERAL MEETING, AS SET OUT IN ITEM NOS. 9, 10, 11 AND 12 OF THIS NOTICE, IN TERMS OF APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS:

Sr.num	Particulars	Mr Chandraprakash Wadhwani	Ms Neha Hardeepsingh Narang
1.	**Date of birth/** **Age**	07/04/1983 **43 years, 3 months**	**09/02/1985** **41 years, 5 months,**
2.	**Qualifications**	Master's degree in International Business	B.com
3.	**Experience**	20+ years	20+ years
4.	**terms and conditions of appointment or re-appointment** **along with details of remuneration sought to be paid and** **the remuneration last drawn by such person,**	**As mentioned in resolution** Remuneration drawn by him from the Company shall comprise the Sitting Fees paid to him for attending the Board and Committee meeting Nil	**As mentioned in resolution** Remuneration drawn by her from the Company shall comprise the Sitting Fees paid to her for attending the Board and Committee meeting Nil
5.	**Date of first appointment on the Board of the Company**	30/06/2026	30/06/2026
6.	**Details of Shareholding in the Company**	Nil	Nil
7.	**Details of relationship with other Directors, Manager and Key Managerial Personnel of the Company**	None of the Directors are related inter-se and/or with any Key Managerial Personnel of the Company	None of the Directors are related inter-se and/or with any Key Managerial Personnel of the Company
8.	**Number of Board Meetings attended during the financial year 2026-27 (out of the total meetings held during their tenure as director)**	______	_____
9.	**List of other Directorships (excluding foreign companies & section 8 companies)**	Nil	Nil
10.	**Membership / Chairmanship of Committees of the other Boards**	Nil	Nil

Sr.num	Particulars	Mr Gaurav Patel	Mr Manish Tarachand Pande
1.	**Date of birth/** **Age**	18/05/1990 **36 years, 2 months**	27/10/1987 **38 years and 9 months**

2.	**Qualifications**	Chartered Accountant	Company Secretary
3.	**Experience**	13+ years	10+ years
4.	**terms and conditions of appointment or re-appointment** **along with details of remuneration sought to be paid and** **the remuneration last drawn by such person,**	**As mentioned in resolution** Remuneration drawn by him from the Company shall comprise the Sitting Fees paid to him for attending the Board and Committee meeting Nil	**As mentioned in resolution** Remuneration drawn by him from the Company shall comprise the Sitting Fees paid to him for attending the Board and Committee meeting Nil
5.	**Date of first appointment on the Board of the Company**	30/06/2026	30/06/2026
6.	**Details of Shareholding in the Company**	Nil	Nil
7.	**Details of relationship with other Directors, Manager and Key Managerial Personnel of the Company**	None of the Directors are related inter-se and/or with any Key Managerial Personnel of the Company	None of the Directors are related inter-se and/or with any Key Managerial Personnel of the Company
8.	**Number of Board Meetings attended during the financial year 2026-27 (out of the total meetings held during their tenure as director)**	On of one	One of one
9.	**List of other Directorships (excluding foreign companies & section 8 companies)**	Nil	1. Nirmitee Robotics India Limited 2 SP Refractories Limited 3. Shree Ganesh Builders Limited 4. Delaplex Limited 5. Shreeshay Engineers Limited
10.	**Membership / Chairmanship of Committees of the other Boards**	Nil	As per Table A

Table A Detail of me Membership/ Chairmanship of Committees of the other Boards- Mr Manish Tarachand Pande

Sr.no.	Names of the Companies /LLP	Designation	Member in any Committee	Chairman in any Committee
1	NIRMITEE ROBOTICS INDIA LIMITED	Director- Independent	1. Audit Committee 2. Nomination and Remuneration Committee	NA
2	SP REFRACTORIES LIMITED	Director- Independent	3. Stakeholder Relationship Committee &	1. Nomination and Remuneration Committee

			4. Audit Committee	
3	SHREE GANESH BUILDERS LIMITED	Director- Independent	**NA**	2. Audit Committee, 3. Nomination and Remuneration Committee & 4. Stakeholder Relationship Committee
4	DELAPLEX LIMITED	Director- Independent	5. Corporate Social Responsibility & 6. Nomination and Remuneration Committee	5. Audit Committee
5	SHREESHAY ENGINEERS LIMITED	Director- Independent	**NA**	**NA**

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE THIRD ANNUAL GENERAL MEETING, AS SET OUT IN ITEM NOS. 9, 10, 11 AND 12 OF THIS NOTICE, IN TERMS OF REGULATION 36 (3) OF SEBI(LODR) REGULATION 2015:

1. **Mr Chandraprakash Wadhwani (Non-Executive Non-Independnet Director and Chairperson)**

Mr. Chandraprakash Wadhwani is a Dubai-based Non-Resident Indian (NRI) entrepreneur, Promoter and Strategic Shareholder with over two decades of entrepreneurial experience across diverse sectors including agro commodities, cold chain and warehousing, logistics, commodity trading, biofuel and biomass energy, real estate, hospitality, bullion and precious metals, commercial leasing, international trade and technology-enabled platforms.

A third-generation entrepreneur from Nagpur's established business community with over seven decades of trading heritage, Mr. Wadhwani represents a blend of traditional business values and modern entrepreneurial thinking. Having completed his Master's degree in International Business from the University of Greenwich, London, he began his professional journey by working closely with the family business, gaining deep insights into commodity markets, procurement, supply chain management, working capital discipline and relationship-driven commerce.

Over the years, Mr. Wadhwani has been instrumental in transforming a traditional promoter-led business legacy into a professionally managed, technology-enabled and scalable business ecosystem. His approach has focused on institutionalizing operations through structured processes, ERP-driven management systems, digital workflows, professional teams, transparent MIS reporting and disciplined capital allocation.

His strategic vision revolves around creating value through asset-backed businesses and organized ecosystems, particularly by integrating infrastructure, technology, logistics and market access. He believes in building sustainable businesses driven by governance, accountability, operational excellence and long-term stakeholder value creation.

As Non-Executive Chairperson, Mr. Wadhwani provides Board-level strategic guidance, governance oversight and long-term vision while enabling professional leadership teams to manage day-to-day operations. His role emphasizes strategic decision-making, growth planning, stakeholder alignment and strengthening corporate governance frameworks.

With extensive business exposure across India, the UAE, Indonesia and Africa, Mr. Wadhwani brings a global perspective, entrepreneurial mindset and deep commercial understanding to the Board. His experience in scaling businesses, developing asset-backed platforms and implementing technology-led management practices positions him as a valuable contributor towards the Company's growth journey and transformation into a professionally governed enterprise.

2. Mr Gaurav Patel (Non-Executive Independent Director)

Mr. Gaurav Patel is an accomplished finance and governance professional with over 13 years of experience in corporate governance, strategic financial advisory, risk management, management consulting, audit, taxation and regulatory compliance. A Fellow Chartered Accountant and Certified Information Systems Auditor (ICSA) from ICAI, he brings strong technical expertise, analytical capability and an independent professional perspective to the Board.

As a Senior Partner at GCV & Associates LLP, Mr. Patel has advised and guided corporates, MSMEs and growth-oriented enterprises across areas including financial restructuring, fundraising advisory, business planning, financial modelling, system audits, internal controls, risk management and compliance frameworks. He has played a key role in strengthening governance systems and enabling organizations to achieve operational efficiency and sustainable growth.

With professional exposure across India, the UAE and Australia, Mr. Patel possesses valuable understanding of cross-border financial practices, UAE Corporate Tax compliance, regulatory frameworks and global business environments. His diverse sectoral experience across NBFCs, hospitality, construction, chemicals, mining and e-commerce enables him to provide balanced insights on financial strategy, risk mitigation, operational improvement and governance matters.

As an Independent Director, Mr. Patel contributes his financial expertise, strategic perspective and commitment to ethical governance. His strong understanding of financial systems, internal controls and regulatory requirements supports the Company in enhancing transparency, accountability and long-term stakeholder value creation.

3. Mr Manish Tarachand Pande (Non-Executive Independent Director)

Mr. Manish Tarachand Pande is a qualified Company Secretary and Associate Member of the Institute of Company Secretaries of India (ICSI) with over 10 years of professional experience in corporate laws, secretarial compliance, securities laws, corporate governance and regulatory matters. He possesses strong expertise in advising companies on compliance frameworks, governance practices and statutory requirements applicable to listed and growing enterprises.

He has extensive experience in managing compliances under the Companies Act, SEBI Regulations, Listing Obligations and Disclosure Requirements (LODR) and other applicable regulatory frameworks. His practical understanding of Board processes, regulatory reporting, stakeholder coordination and corporate governance enables him to provide valuable guidance on compliance management and governance enhancement.

Mr. Pande currently serves as the Company Secretary and Compliance Officer of Jinkushal Industries Limited, overseeing corporate secretarial functions, regulatory compliances, Board proceedings and investor-related matters. He has also served as Company Secretary and Compliance Officer of Fortune Biotech Limited, Hyderabad, gaining significant exposure to listed-company compliances and governance practices.

He presently serves as an Independent Director on the Boards of various listed and other companies, providing him with broad exposure to strategic decision-making, risk management and Board-level governance. With his professional expertise, independent perspective and commitment to ethical practices, Mr. Pande brings valuable insights towards strengthening the Company's governance framework, regulatory compliance and long-term stakeholder value creation.

4. Ms. Neha Hardeepsingh Narang (Non-executive Non-Independent Woman Director)

Ms. Neha Hardeep Singh Narang is a seasoned professional with over two decades of diverse experience in Human Resources, Talent Acquisition, Organizational Development and Business Operations across domestic and international markets. She brings strong expertise in strategic workforce planning, talent management, stakeholder engagement and building effective organizational structures.

Throughout her professional journey, Ms. Narang has successfully led initiatives involving the establishment and scaling of HR functions, development of talent pipelines, employee engagement strategies and organizational transformation. Her experience in managing both large-scale recruitment programs and specialized talent acquisition mandates reflects her strong understanding of business requirements and human capital management.

Currently serving as Head – Human Resources & Talent Acquisition at the Farmico Group of Companies, she has been instrumental in strengthening HR frameworks, institutionalizing processes and developing workforce management practices aligned with business growth objectives. Her prior professional experience across India and international markets, including Qatar, along with exposure to global agro-export operations across Mexico, USA, Indonesia and Malaysia, has provided her with valuable cross-cultural and operational insights.

With her strong leadership capabilities, people-centric approach and strategic understanding of organizational development, Ms. Narang brings valuable expertise to the Board. Her appointment enhances the diversity of perspectives and supports the Company's focus on professional governance, sustainable growth and effective human capital management.

A. Other Details

Other remaining disclosure as required under regulation 36 (3) of SEBI(LODR) Regulation 2015:

Sr. Num	Particulars	Mr Chandraprakash Wadhwani	Ms Neha Hardeepsingh Narang's
c.	**disclosure of relationships between directors inter-se**	**Nil**	**Nil**
d.	**names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years; and**	**Nil**	**Nil**
e.	**shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner**	Mr. Chandraprakash Prakash Wadhwani is the Significant Beneficial Owner (SBO) of the Company under Section 90 of the Companies Act, 2013, read with the Companies (Significant Beneficial Owners) Rules, 2018. He is the ultimate beneficial owner of Farmico International Private Limited, which holds 22,81,615 equity shares, constituting 74.64% of the paid-up equity share capital of the Company.	**Nil**
f.	**In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.]**	**NA**	**NA**

Sr. Num	Particulars	Mr Gaurav Patel	Mr Manish Tarachand Pande
c.	**disclosure of relationships between directors inter-se**	**Nil**	**Nil**
d.	**names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities**	**Nil**	**As per Table A**

	from which the person has resigned in the past three years; and		
e.	**shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner**	**Nil**	**Nil**
f.	**In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.**	The Board has identified expertise in finance, corporate governance, audit, risk management, regulatory compliance, and strategic planning as the key skills and capabilities required for the role of an Independent Director. Mr. Gaurav Patel, being a Fellow Chartered Accountant with over 13 years of professional experience in these areas, possesses the requisite knowledge, expertise, integrity, and independent judgment to effectively discharge the responsibilities of an Independent Director and contribute to the Company's governance and strategic oversight.	The Board has identified expertise in corporate laws, corporate governance, secretarial compliances, securities laws, regulatory compliance, and Board processes as the key skills and capabilities required for the role of an Independent Director. Mr. Manish Tarachand Pande, being a qualified Company Secretary with over 10 years of professional experience in these areas, possesses the requisite knowledge, expertise, integrity, and independent judgment to effectively discharge the responsibilities of an Independent Director and contribute to the Company's governance, compliance framework, and strategic oversight.

Table A Detail of me Membership/ Chairmanship of Committees of the other Boards- Mr Manish Tarachand Pande

Sr.no.	**Names of the Companies /LLP**	**Designation**	**Member in any Committee**	**Chairman in any Committee**
1	NIRMITEE ROBOTICS INDIA LIMITED	Director- Independent	1. Audit Committee 2. Nomination and Remuneration Committee	NA
2	SP REFRACTORIES LIMITED	Director- Independent	3. Stakeholder Relationship Committee & 4. Audit Committee	1. Nomination and Remuneration Committee
3	SHREE GANESH BUILDERS LIMITED	Director- Independent	**NA**	2. Audit Committee, 3. Nomination and Remuneration Committee & 4. Stakeholder Relationship Committee
4	DELAPLEX LIMITED	Director- Independent	5. Corporate Social Responsibility & 6. Nomination and Remuneration Committee	5. Audit Committee
5	SHREESHAY ENGINEERS LIMITED	Director- Independent	**NA**	**NA**

By Order of the Board of Directors of
For Simandhar Impex Limited
Sd/-
Ankita Wamanrao Hande
Company Secretary
(Membership No. A57574)

Date: 31/08/2026
Place: Mumbai

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

i. The voting period begins on Thursday, 24th September, 2026 at 9:00 A.M. and ends on Sunday, 27th September, 2026 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 21st September, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

ii. Members who acquire shares after dispatch of the Notice and hold shares as on the cut-off date may obtain the e-voting login details/procedure by contacting **evcservices@bigshareonline.com** or **022-62638200 / +91-7506071172**, along with their **DP ID & Client ID/Folio No.**, as applicable.

iii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iv. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

v. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-48867000.

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.

- Please enter you '**USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

  Note *If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

  NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.
  (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

  Voting method for shareholders on i-Vote E-voting portal:

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

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

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.
  NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.
  (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

  Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

  Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
  - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
  - Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".

Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

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

Helpdesk for queries regarding e-voting:

Login type	**Helpdesk details**
Shareholder 's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

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

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

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM under the dropdown option.
- For joining virtual meeting, you need to click on **"VOTE NOW"** "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK"** option.
- Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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

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

- Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not 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.

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

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com, evcservises@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338, 022 62638200, +91- 7506071172

Directors' Report

Dear Members,

Your directors take pleasure in presenting the 3rd Annual Report on the business and operations of your Company along with the Audited Financial Statements for the Financial Year ended March 31, 2026.

1. FINANCIAL HIGHLIGHTS

The Company's financial performance for the financial year ended March 31, 2026 is summarized below:

(₹ in Lakhs)

PARTICULARS	Standalone	
	Year ended March 31, 2026	Year ended March 31, 2025
Total Revenue from Operations	**154.40**	**0.00**
Finance Cost	**0.01**	0.01
Depreciation	**0.00**	0.00
Other Expenses	**4.44**	0.75
Profit/Loss before tax and exceptional Item	**1.59**	**(0.76)**
Less: Extraordinary Items	**(1.01)**	(0.41)
Less: Deferred Tax Asset (Net)	**0.00**	0.00
Less: Current Tax	**(0.15)**	0.00
Profit for the year	**0.43**	**(1.17)**

2. FINANCIAL PERFORMANCE

On a standalone basis, during the year under review your Company has earned the profit of Rs. 0.43 Lakhs as against loss of Rs. 1.17 Lakhs in the previous year.

The company will continue its efforts to reduce costs and improve efficiencies, enhance value-addition to its customer base and maximize capacity utilization. With these efforts the company hopes to generate revenues and profitability.

3. DIVIDEND

Your directors do not recommend any dividend for the financial year ended 31.03.2026.

Further, no amount of dividend was required to be transferred to IEPF.

4. TRANSFER TO RESERVES

Your Company has not transferred anything to reserve during the year under review.

5. SCHEME OF DEMERGER

The scheme of arrangement between Parshva Enterprises Limited (Demerged Company) and Simandhar Impex Limited (Resulting Company) under section 230-234 and other applicable provisions of the Companies Act, 2013 was approved by the Board of Directors of the Company on May 14, 2024. Pursuant to the scheme transfer, Jewellery business of holding Company namely Parshva Enterprises Limited is transferred to Simandhar Impex Limited by way of a demerger in order to Segregation of business of the Jewellery division of the Parshva Enterprises Limited (Demerged Company).

The above Scheme of arrangement was approved by Hon'ble National Company Law Tribunal, Mumbai bench vide its order dated 13th October, 2025. Pursuant to the demerger, shares in the ratio of 3:10 were issued to shareholders of Parshva Enterprises Limited and shares held by Parshva Enterprises Limited in Simandhar Impex Limited were cancelled thereby replicating mirror shareholding pattern of Parshva Enterprises Limited in Simandhar Impex Limited.

5. LISTING OF SHARES

The Company had received In-principal approval for listing of 30,56,925 equity shares of Rs.10/- each from BSE Limited ("BSE") on December 03, 2025. Further the equity shares of the Company were listed and admitted for trading on BSE with effect from December 22, 2025.

6. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

7. CHANGE IN NATURE OF BUSINESS

During the year there is no material change in the nature of business of the Company.

8. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments, affecting the financial position of the Company, which have occurred between the end of the financial year of the Company and the date of this report.

9. SHARE CAPITAL OF THE COMPANY

During the year under review and subsequent to close of FY 2025-26 till the date of this Report the share capital of the Company underwent the changes as mentioned below:

On November 8, 2025, the Company has issued and allotted 30,56,925 (Thirty Lakhs Fifty Six Thousand Nine Hundred Twenty Five) equity shares of face value of Rs.10/- (Rupees Ten) each pursuant to the Scheme of Arrangement to the Shareholders of the Demerged Company (Parshva Enterprises Limited) in the ratio of 3 (Three) fully paid-up equity share of face value of Rs.10/- (Rupees Ten) each of the Company for every 10 (Ten) fully paid-up equity share of face value of Rs.10/- (Rupees Ten) each held in the Demerged Company as on Record Date i.e. November 5, 2025.

Pursuant to aforesaid allotment, pre-scheme paid-up share capital of 10/- (Rupees Ten) consisting of 10,000 (Ten Thousand) equity shares were cancelled.

Further, there was no public issue, rights issue, preferential issue, bonus issue etc., during the year. The Company has not issued shares with differential voting rights or sweat equity shares, nor has it granted any stock options or provision of money for shares of the Company to the employees or Directors of the Company during the Financial Year.

10. NUMBER OF MEETINGS OF THE BOARD

The Meetings held during the financial year 2025-26 are as under:

Type of Meeting	Date of Meeting	Attendance
Board Meeting	07/04/2025	3/3
Board Meeting	06/05/2025	3/3
Board Meeting	16/05/2025	3/3
Board Meeting	17/06/2025	3/3

Board Meeting	20/08/2025	3/3
Board Meeting	08/09/2025	5/5
Board Meeting	14/10/2025	5/5
Board Meeting	08/11/2025	5/5
Board Meeting	11/11/2025	5/5
Board Meeting	31/01/2026	5/5
Board Meeting	17/03/2026	5/5
Audit Committee	11/11/2025	3/3
Audit Committee	31/01/2026	3/3
Stakeholders Relationship Committee	31/01/2026	3/3
Nomination And Remuneration Committee	31/01/2026	3/3

11. COMMITTEES OF THE BOARD

The composition of the various committees of the Board as on March 31, 2026, is as under:

A)	Audit Committee	Mr. Tejas Shah – Chairperson Mr. Prashant Vora – Member Mrs. Meghna Anup Gala – Member
B)	Nomination Remuneration Committee	Mr. Tejas Shah – Chairperson Mr. Harsh Vora – Member Mrs. Meghna Anup Gala - Member
C)	Stakeholder Relationship Committee	Mr. Harsh Vora – Chairperson Mrs. Meghna Anup Gala - Member Mr. Tejas Shah – Member

12. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The current policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As of March 31, 2026, our Board of Directors consists of 5 (Five) Directors out of which 2 (Two) are Executive Directors; and 3 (Three) are Non-Executive Directors and out of which 2 (Two) are Independent Directors.

The policy of the Company on directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013, is available on our website, at www.simandharimpex.com You can access it directly via this link too https://simandharimpex.com/wp-content/uploads/2025/09/2.-SIL-Criteria-for-making-payments-to-non-executive-directors.pdf The details of this Policy is explained in the Corporate Governance Report.

13. CORPORATE GOVERNANCE

The Company is committed to good Corporate Governance in line with Listing Regulation. However, since the Net worth and paid-up capital of the Company is below Rs. 25 Crores and Rs. 10 Crores respectively the Regulation 27 and Para C, D and E of Schedule V of the Listing Regulations are not applicable and hence Corporate Governance Report does not form part of this Annual Report.

14. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirements of Section 134 (3) (c) of the Companies Act, 2013, your Directors states that:

- that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2026 and of the profit / loss of the Company for the year ended on that date;
- that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the directors had prepared the annual accounts on a going concern basis.
- that the directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively and;
- that the Directors has laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively;

15. DISCLOSURE AS PER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company's goal has always been to create an open and safe workplace for every employee to feel empowered, irrespective of gender, sexual preferences and other factors, and contribute to the best of their abilities. In line to make the workplace a safe environment, the Company has set up a policy on prevention of sexual harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("PoSH Act"). The Company was not required to constitute an Internal Complaint Committee as required under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder as the company does not employ 10 or more employees.

The Company has not received any complaints of work place complaints, including complaints on sexual harassment during the year under review. OR The following is a summary of complaints received and resolved during the reporting period:

No.	Nature of Complaints	Received	Disposed-Off	Pending
1.	Sexual Harassment	-	-	-
2.	Workplace Discrimination	-	-	-
3.	Child Labour	-	-	-
4.	Forced Labour	-	-	-
5.	Wages and Salary	-	-	-
6.	Other HR Issues	-	-	-

16. MATERNITY BENEFIT PROVIDED BY THE COMPANY UNDER MATERNITY BENEFIT ACT 1961.

The Company declares that it has duly complied with the provisions of the Maternity Benefit Act, 1961. All eligible women employees have been extended the statutory benefits prescribed under the Act, including paid maternity leave, continuity of salary and service during the leave period, and post-maternity support such as nursing breaks and flexible return-to-work options, as applicable. The Company remains committed to fostering an inclusive and supportive work environment that upholds the rights and welfare of its women employees in accordance with applicable laws.

17. DEPOSITS

The Company has not accepted any public deposits and as such, no amount of principal or interest on public deposits was outstanding during the year under review.

18. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board Directors of the Company as on the year ending 31st March, 2026 are as under:

SR No.	DIN	Name of Director	Designation
1	06574912	Prashant Avantilal Vora	Managing Director
2	07861487	Harsh Prashant Vora	Director
3	09592879	Tejas Devendra Shah	Director
4	09152133	*Meghna Anup Gala	Director
5	09806622	Mehul Abhaykumar Shah	Director
6	*****3508K	Gaurav Baid	CFO
7	*****2444M	Saloni Abhishek Shah	Company Secretary

** As on the date of signing of the Board's Report, i.e., 30.06.2026, the name of Ms. Meghna Mahendra Salva has been changed to Mrs. Meghna Anup Gala. The requisite intimation to BSE and ROC is pending. Accordingly, all records and documents of the Company shall reflect her updated name as Mrs. Meghna Anup Gala.*

18.1 Appointment of Managing Director

Mr. Prashant Vora (DIN: 06574912) was appointed as Managing Director of the Company for a tenure of 3 (Three) years with effect from August 20, 2025. Further the Members of the Company vide Special Resolution passed in the Extra-ordinary General Meeting ("EGM") held on August 23, 2025 had approved the appointment of Mr. Prashant Vora as Managing Director.

18.2 Appointment of Independent Directors

In accordance with the provisions of the Act, Mr. Tejas Shah (DIN: 09592879), Mrs. Meghna Anup Gala (DIN: 09152133), were appointed as an Additional Non-Executive Independent Directors of the Company for a tenure of 5 (Five) Consecutive years with effect from August 20, 2025.

Further the Members of the Company vide Special Resolution passed in the Extra Ordinary General Meeting held on August 23, 2025 had approved the appointment of aforesaid Non-Executive Independent Directors.

In the opinion of the Board, the above Directors appointed have integrity, relevant expertise and experience (including proficiency) to act as an Independent Directors of the Company.

18.3 Appointment of Non-Executive Non-Independent Director

Mr. Harsh Vora (DIN: 07861487) was re-designated with effect from August 20, 2025 as an Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

Further the Members vide Special Resolution passed in the Extra Ordinary General Meeting held on August 23, 2025, had approved the re-designation of aforesaid Non-Executive Non-Independent Director.

18.4 Appointment of KMP

- Mrs. Saloni Abhishek Shah was appointed as Company Secretary of the Company with effect from September 8, 2025;
- Mr. Gaurav Subhash Baid was appointed as Chief Financial Officer of the Company with effect from August 20, 2025

Pursuant to the provisions of Section 149 of the Act, the independent directors have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1) (b) of the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as independent directors of the Company. During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission, if any and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board / Committee of the Company.

19. BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations. The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, attendance of Board Meetings and Committees etc. The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017 and provisions of the Companies Act, 2013 and SEBI Listing Regulation.

Further, the Independent Directors at their meeting held on January 31, 2026, reviewed the performance and role of Non-Independent Directors and the Board as a whole and Chairman of the Company. Further, the Independent Directors had also assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that was necessary for the Board to effectively and reasonably perform their duties.

20. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

Familiarization Programme for Independent Directors is designed with an aim to make the Independent Directors aware about their roles, responsibilities and liabilities as per the Act, SEBI Listing Regulations and other applicable laws and to get better understanding about the Company, nature of industry in which it operates and environment in which it functions, business model, long term/short term/strategic plans etc. As a part of familiarization programme, the Company makes presentations to the Board Members, inter alia, covering business environment, business strategies, operations review, quarterly and annual results, review of Internal Audit Report and action taken, statutory compliance, risk management etc.

The details of the training and familiarization program are available on our website at https://simandharimpex.com/familiarisation-programme-for-independent-directors/

20. STATUTORY AUDITORS

The Members at the 1st Annual General Meeting held on July 15, 2024 , approved the appointment of M/s. Bohara Shah & Co., Chartered Accountants (Membership no. 143865W), as Statutory Auditors of the Company for a term of five years to hold office till the conclusion of the 6th Annual General Meeting to be held on 2029.

21. AUDITOR'S REPORT

The Report given by M/s. Bohara Shah & Co., on the financial statement of the Company for the financial year 2025-26 is part of the Annual Report. The statutory auditor's report does not contain any qualifications, reservations, or adverse remarks or disclaimer.

Further, the Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

22. INTERNAL AUDITOR

M/s. Jigar Zaveri & Associates have been appointed as an Internal Auditor of the company and they performed the duties of Internal Auditors of the Company for the Financial Year 2025-26 and their report is reviewed by the Audit Committee on periodically.

23. COST AUDITOR

The Company is not required to maintain cost records as per the Companies (Cost Records and Audit) Amendments Rules, 2014 for the Financial Year 2025-2026.

24. SECRETARIAL AUDITOR

Pursuant to the provisions of section 204 of the Companies Act, 2013 and Rules made thereunder, the Company has appointed M/s. JSD & Associates, Practicing Company Secretary as Secretarial Auditor for Financial Year 2025-26 to undertake the secretarial audit of the Company.

The Secretarial Audit Report for the financial year ended March 31, 2026, in the prescribed Form MR-3 is annexed as **Annexure-I** to this Report. The report is self-explanatory and does not have any qualifications.

25. REPORTING OF FRAUDS BY AUDITORS

There are no Fraud reported by Auditors u/s 143(12) of the Companies Act 2013 for the year ended 31st March, 2025.

26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

(A) Conservation of Energy:

i) The step taken or impacts on conversation of energy – The operation of your Company is not energy intensive. However, adequate measures have been initiated for conservation of energy.

ii) The steps taken by the Company for utilizing alternative sources of energy – NIL

iii) The capital investment on energy conservation equipment's - NIL

(B) Technology absorption

<table>
<tr><td>(i)</td><td>the efforts made towards technology absorption</td><td rowspan="8">The Company is aggressively moving towards establishing a paperless corporate environment and strives to utilize the latest technology for achieving this goal. The management is regularly involved in implementing newer means of storage towards reduction of waste through use of technology. At present, the Company has not incurred any costs for Research and development.</td></tr>
<tr><td>(ii)</td><td>the benefits derived like product improvement, cost reduction, product development or import substitution</td></tr>
<tr><td rowspan="5">(iii)</td><td>in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-</td></tr>
<tr><td>(a) the details of technology imported</td></tr>
<tr><td>(b) the year of import;</td></tr>
<tr><td>(c) whether the technology been fully absorbed</td></tr>
<tr><td>(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof</td></tr>
<tr><td>(iv)</td><td>the expenditure incurred on Research and Development</td></tr>
</table>

(C) Foreign Exchange Earnings & Outgo:

(Rs. In Lakhs)

PARTICULARS	2025-2026	2024-2025
Foreign Exchange Earning	NIL	NIL
Foreign Exchange Outgo	NIL	NIL

27. MANAGEMENT DISCUSSION AND ANALYSIS:

Pursuant to Regulation 34 read with Schedule V of the Listing Regulations, a brief note on Management Discussions and Analysis of the results for the year under review is given in **Annexure II** which forms part of the Directors' Report.

28. REMUNERATION TO DIRECTORS & KMP AND DISCLOSURES PURSUANT TO THE PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Remuneration to Directors & KMP and the particulars of employees required to be furnished pursuant to Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as **Annexure III** to this Report.

29. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GURANTEES GIVEN AND SECURITIES PROVIDED:

During the year under review, the Company has not provided any loan, guarantee and security or made any investment covered under the provisions of Section 186 of the Companies Act, 2013, to any person or other body corporate.

30. ANNUAL RETURN

The Annual Return of the Company in Form No. MGT-7 for FY 2024-25 is available on the Company's website at http://simandharimpex.com/wp-content/uploads/2026/03/Annual-Return-2024-25-PDF.pdf . The Annual Return for FY 2025-26 shall be filed with the Ministry of Corporate Affairs within sixty days from the date of the Annual General Meeting, as prescribed under the Companies Act, 2013. Upon filing, a copy of the Annual Return shall be made available on the Company's website in accordance with Section 92(3) of the Companies Act, 2013.

31. RISK MANAGEMENT

The Company does not fall under the ambit of top 1000 listed entities, determined on the basis of market capitalisation as at the end of the immediately preceding financial year. Hence, compliance under Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable. However, the Company has laid down the procedure to inform the Board about the risk assessment and minimization procedures. These procedures are reviewed by the Board annually to ensure that there is timely identification and assessment of risks, measures to mitigate them, and mechanisms for their proper and timely monitoring and reporting.

32. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations. Except the Order received from Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated October 13, 2025 ("Order"), regarding sanction of the Scheme of Arrangement between Parshva Enterprises Limited ("Demerged Company") and Simandhar Impex Limited ("Resulting Company") and their respective Shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

33. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

There were neither any applications made under the Insolvency and Bankruptcy Code, 2016 nor any proceedings were pending.

34. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

Not Applicable.

35. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of Section 135 of the Act regarding Corporate Social Responsibility are not applicable to the Company.

36. VIGIL MECHANISM

The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees in confirmation with Section 177(9) of the Act and Regulation 22 of Listing Regulations, to report concerns about unethical behavior. The policy on vigil mechanism is available on the website of the Company i.e. https://simandharimpex.com/wp-content/uploads/2025/09/12.-SIL-Whistle_Blower_Policy.pdf

37. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the Listing Regulations. The Independent Directors have complied with the Code of Independent Directors as prescribed in the Schedule IV to the Act.

38. INTERNAL FINANCIAL CONTROLS

Adequate internal controls, systems, and checks are in place, commensurate with the nature of the Company's business and size. The management exercises financial control on the operations through a well-defined budget monitoring process and other standard operating procedures.

The Internal Auditors monitor and evaluate the efficacy and adequacy of internal control in the Company, and compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the reports of Internal Auditors, the management undertakes appropriate corrective action in their respective areas.

39. CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All transactions entered into by the Company during the financial year with related parties were on arm's length basis & in ordinary course of business and in compliance with the provisions of section 188 of the Companies Act, 2013 and the SEBI Listing Regulations. The Company has not entered into any material transactions with related parties referred to in Section 188(1) of the Companies Act, 2013 and in compliance with the SEBI Listing Regulations. Accordingly, the details are not required to be given under AOC-2.

Disclosures pursuant to Accounting Standards on related party transactions have been made in the note no. 2.14 of note 22 to Financial Statements.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its related parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules thereunder and the Listing Regulations. This policy has been uploaded on the website of the Company at www.simandharimpex.com .

You can access them directly via this link too https://simandharimpex.com/wp-content/uploads/2025/09/10.-SIL-Materiality_of_Related_Party_Transactions_policy.pdf .

40. CODE OF CONDUCT

The provisions relating to disclosure of compliance with the Code of Conduct under Regulation 26(3) read with Schedule V(D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company, in terms of Regulation 15(2) of the Listing Regulations.

41. COMPLIANCE OF SECRETARIAL STANDARDS

During the year under review, the Company has complied with the Secretarial Standards issued by The Institute of Company Secretaries of India and approved by the Central Government as required under Section 118(10) of the Companies Act, 2013.

42. GENERAL

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. There was no issuance of equity shares with differential rights regarding dividend, voting, or otherwise, and no issuance of shares under the Employees Stock Option Scheme as per the provisions of Section 62(1)(b) of the Act, read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014.
2. There was no issuance of shares (including sweat equity shares) to employees of the Company under any scheme.
3. No voting rights were exercised in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Companies Act, 2013.

43. APPRECIATIONS

Your directors wish to place on record their appreciation for the continuous support received from the Members, customers, suppliers, bankers, various statutory bodies of the Government of India and the Company's employees at all levels.

For and on behalf of the Board of Directors
Simandhar Impex Limited

Sd/-	**Sd/-**
Prashant Vora	**Harsh Vora**
Managing Director	**Director**
DIN: 06574912	DIN: 07861487

Date: June 30, 2026
Place: Mumbai

4.1 Annexure – I to the Directors' Report

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
SIMANDHAR IMPEX LIMITED
811 A Wing, Jaswanti Allied Business Centre,
Kanchanpada, Malad West,
Mumbai – 400 064.

I, Jenish S. Doshi, Proprietor of JSD & Associates, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SIMANDHAR IMPEX LIMITED** having CIN: L46498MH2023PLC415552 (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31st March, 2026, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2026 according to the provisions of:

(1) The Companies Act, 2013 (the Act) and the rules made thereunder;
(2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
(3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
(4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
(5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable during the financial year);
- (f) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (g) The Securities and Exchange Board of India (Issue and Listing of Securitised Debt Instruments and Security Receipts) Regulations, 2008 (Not applicable during the financial year);
- (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (Not applicable during the financial year);
- (i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable during the financial year);
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable during the financial year); and
- (k) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (Not applicable during the financial year).

(6) Other statutes, Acts, Laws, Rules, Regulations, Guidelines and Standards etc., as applicable to the Company are given below:

- Labour Laws and other incidental laws related to employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
- Acts as prescribed under Direct Tax and Indirect Tax;
- Stamp Acts and Registration Acts of respective States;
- Labour Welfare Act of respective States; and
- Such other Local laws etc. as may be applicable in respect of various offices of the Company.

I have also examined compliance with the applicable clauses of the following:
(i) Secretarial Standards issued by The Institute of Company Secretaries of India, as amended from time to time, and
(ii) The Equity Listing Agreements entered into by the Company with BSE Limited (BSE).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

I further report that the Board of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The following changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act:
1. Mr. Prashant Vora was re-designated as Managing Director of the Company w.e.f. 20th August, 2025 for three consecutive years.
2. Mr. Tejas Devendra Shah and Mrs. Meghna Anup Gala were appointed as Non- Executive Independent Director on 20th August, 2025.
3. Mr. Gaurav Subhash Baid was appointed for the post of Chief Financial Officer (CFO) w.e.f. 20th August, 2025.
4. Ms. Saloni Shah was appointed for the post of Company Secretary and Compliance Officer w.e.f. 8th September, 2025.

Adequate notice was given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation & deliberations at these meeting.

Majority decision is carried through and as informed, there were no dissenting members' views and hence not recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company has undertaken the following significant or material corporate events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

1) On 14th May, 2024 the Company sought approval of the Board of Directors in their meeting for Scheme of Arrangement amongst the Company and Parshva Enterprises Limited ("Demerger Scheme") to demerge the Jewellery Business from the holding Company, i.e. Parshva Enterprises Limited into the Company.

2) On 15th March, 2025, the Company and Parshva Enterprises Limited Jointly filed Company Application with Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"). On 20th June, 2025, majority of the equity shareholders of the Company approved the Demerger Scheme. On 13th October, 2025 the NCLT sanctioned the Demerger Scheme.

For JSD & ASSOCIATES
Company Secretaries

Sd/-
Jenish S. Doshi
Proprietor
ACS No. – 50447
C. P. No. - 18523
PR No. – 3479/2023

Place: Mumbai
Date:30.06.2026
UDIN: A050447H000726650

This report is to be read with my letter of even date which is annexed as **'Annexure A'** and forms as integral part of this report.

'ANNEXURE A'

To,
The Members
SIMANDHAR IMPEX LIMITED
811 A Wing, Jaswanti Allied Business Centre,
Kanchanpada, Malad West,
Mumbai – 400 064.

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For JSD & ASSOCIATES
Company Secretaries

Sd/-
Jenish S. Doshi
Proprietor
ACS No. – 50447
C. P. No. - 18523
PR No. – 3479/2023

Place: Mumbai
Date:30.06.2026
UDIN: A050447H000726650

4.2 Annexure II to the Directors' Report

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. OVERVIEW

The Company is engaged in the business of trading and sale of gold jewellery. It primarily supplies gold jewellery to wholesalers, jewellery manufacturers, traders, and retailers across India. The Company offers a wide range of gold jewellery products and focuses on delivering quality products to meet the evolving requirements of its customers in the domestic market.

2. INDUSTRY STRUCTURE AND DEVELOPMENTS

India continues to be recognised as one of the world's leading hubs for the Gems and Jewellery industry, supported by its skilled workforce, strong manufacturing capabilities, cost competitiveness, and well-established supply chain. The country remains among the largest consumers of gold globally, with the industry contributing significantly to exports, employment generation, and economic growth. The sector encompasses the sourcing, refining, manufacturing, wholesaling, and retailing of precious metals and gemstones, including gold, silver, platinum, diamonds, and other precious stones.

3. INDUSTRY TREND – GOLD JEWELLERY

- **Sustained demand for gold jewellery**: Gold jewellery continues to witness strong consumer demand, supported by its cultural importance, investment appeal, and role as a reliable store of value. Demand remains resilient despite fluctuations in gold prices, particularly during weddings and festive seasons.

- **Expansion of organised and branded retail**: The organised jewellery market is experiencing steady growth, driven by increasing consumer preference for BIS hallmarked jewellery, certified products, transparent pricing, and superior customer experience. Branded retailers are also expanding their presence through digital platforms and omnichannel retailing.

- **Evolving consumer preferences**: Consumers are increasingly opting for lightweight, contemporary, and customised gold jewellery that combines affordability with modern designs. Rising disposable incomes, urbanisation, and changing lifestyles, particularly among younger consumers, continue to support long-term growth in the gold jewellery industry.

4. OUTLOOK

Based on its potential for growth and value addition, the Government declared the gems and jewellery sector as a focus area for export promotion. The future growth of the gems and jewellery sector is expected to be led by the development of large retailers/brands which are supporting in increasing the share of the organised market.

India's Gems and Jewellery sector significantly contributes to the national economy, accounting for about 7% of GDP and 7-9% of total merchandise exports. As of January 2026, the market size stood at US$ 85 billion and is projected to expand to US$ 130 billion by 2030. The Government of India aims to reach US$ 100 billion in jewellery exports over the next few years (until 2027), up from US$ 35 billion in 2020.

The country is also the second-largest consumer of gold jewellery globally. India's gold demand is projected to remain in the range of 600–700 tonnes in 2026, with rising investment demand offsetting weaker jewellery consumption due to elevated gold prices.

India's gem and jewellery exports recorded strong growth in June 2026, reflecting improving global demand and enhanced export competitiveness. According to the Gem and Jewellery Export Promotion Council (GJEPC), gross exports increased 26.51% year-on-year to Rs. US$ 2.21 billion during the month.

5. OPPORTUNITIES AND THREATS

(a) Opportunities / Strengths

- Growing consumer preference for **organised and branded jewellery retailers**, driven by increasing awareness of BIS hallmarked jewellery, certified products, and transparent pricing.
- Rising disposable incomes, urbanisation, and strong demand during weddings, festivals, and other special occasions continue to support long-term growth in the gold jewellery market.
- Expansion of digital platforms, omnichannel retailing, and innovative lightweight and contemporary jewellery designs is creating new growth opportunities and expanding customer reach.

(b) Threats

- Volatility in gold prices, fluctuations in foreign exchange rates, and changes in government policies, import duties, and taxation may affect demand, margins, and profitability.
- Intense competition from organised and unorganised market participants, along with rapidly changing consumer preferences and fashion trends, requires continuous product innovation and efficient inventory management to sustain market competitiveness.

6. RISK AND CONCERNS

The gold jewellery industry is exposed to risks arising from fluctuations in gold prices, changes in consumer preferences, economic conditions, regulatory developments, and competition from organised and unorganised market participants. Variations in import duties, taxation policies, BIS hallmarking requirements, and foreign exchange rates may also impact the Company's operations and profitability.

The Company has implemented an effective risk management framework supported by robust internal controls, well-defined policies, and regular monitoring of market and regulatory developments. These measures enable the Company to identify, assess, and mitigate potential risks in a timely manner, thereby supporting operational efficiency, financial stability, and sustainable business growth.

7. FACTORS AFFECTING OUR OPERATIONS

• Gold Jewellery Industry

The gold jewellery industry is influenced by factors such as fluctuations in gold prices, consumer demand, economic conditions, regulatory changes, and seasonal buying patterns. Demand is primarily driven by weddings, festivals, and investment preferences, while increasing consumer inclination towards organised retailers, BIS hallmarked jewellery, and contemporary designs continues to shape the industry. The Company's operations may also be affected by changes in import duties, taxation policies, foreign exchange rates, and overall market sentiment.

• Human Resources & Industrial Relations

The Company considers its human resources as one of its key strengths and focuses on attracting, retaining, and developing skilled professionals. Continuous training, employee engagement, and performance-based development initiatives help enhance operational efficiency and customer service. The Company continues to maintain cordial industrial relations and a positive work environment, which contribute to its sustainable growth and business continuity.

• Internal Controls

The Company has established an adequate internal control system to ensure accurate financial reporting, safeguard its assets, and ensure compliance with applicable laws and regulations. Regular internal reviews and well-defined policies support operational efficiency and effective risk management. The Company prepares its financial statements in accordance with the applicable Indian Accounting Standards (Ind AS) and continuously strengthens its internal control framework in line with evolving business requirements.

- **Financial Performance with respect to Operational Performance**

During the financial year under review, the Company recorded a total turnover of Rs. 154.40 Lakhs as against Nil in the previous financial year, primarily due to the commencement of jewellery business pursuant to the Scheme of Arrangement (Demerger), under which the jewellery business was transferred to the Company. The Company earned a profit of Rs. 0.43 Lakhs during the year.

The comparatively modest profit is attributable to the initial phase of business operations, integration of the transferred business, and establishment of operational processes following the demerger. The management expects improved operational efficiencies and enhanced profitability in the coming years as the business continues to expand and stabilize.

- **Details of significant changes in key financial ratios**

In accordance with the amended SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is required to give details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations thereof:

The Company has identified following ratios as key financial ratios:

Particulars	FY 2025-26	FY 2024-25	% Change	Reason for change of 25% or more as compared to the immediately previous financial year
Trade Receivable Turnover Ratio (Debtors Turnover Ratio)	**0.67**	**0.00**	NA*	During the year, the Company commenced operations pursuant to the Scheme of Arrangement (Demerger). Accordingly, trade receivables were generated during FY 2025-26, whereas there were no operating revenues or receivables in the previous year.
Inventory Turnover	**0.00**	**0.00**	No Change	Not Applicable
Interest Coverage Ratio	**3.93**	**7.37**	(46.68%)	The decrease is primarily attributable to lower operating profitability in the initial year of business operations following the demerger.
Current Ratio	**14.17**	**101.93**	(86.10%)	The reduction is mainly due to the commencement of business operations and utilisation of current assets for working capital requirements following the transfer of the jewellery business pursuant to the Scheme of Arrangement.
Debt Equity Ratio	**0.05**	**-24.01**	NA*	The ratio is not comparable as the previous year's net worth was negative, whereas the current year reflects a positive capital structure following the Scheme of Arrangement.
Net Profit Margin	**0.28**	**0.00**	NA*	The Company commenced revenue-generating operations during FY 2025-26 pursuant to the Scheme of Arrangement. Therefore, comparison with the previous year is not meaningful.
Return on Capital Employed	**12.18**	**0.00**	NA*	The Company commenced business operations during the year following the transfer of the jewellery business. Accordingly, the ratio is not comparable with the previous year.
Operating Profit Margin	**5.4**	**00**	NA*	During the year, the Company commenced operations pursuant to the Scheme of Arrangement (Demerger). Accordingly, Operating Profit were generated during FY 2025-26, whereas there were no operating revenues in the previous year.

NOTES: *Trade Receivable Turnover, Net Profit Margin, and ROCE: Previous year is 0, so percentage change is not mathematically determinable.*

•Cautionary Statement

Statements in this report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions are within the meaning of applicable laws or regulations. These statements are based on certain

assumptions and reasonable expectation of future events. Actual results could however differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include changes in the government regulations, tax laws, statues and other incidental factors as applicable to the company.

8. ACKNOWLEDGEMENT

Your directors take this opportunity to express their deep sense of gratitude to the vendors, business associates, employees, investors and banks for their continued support and co-operation during the year under review.

For and on behalf of the Board of Directors
Simandhar Impex Limited

Sd/-	**Sd/-**
Prashant Vora	**Harsh Vora**
Managing Director	**Director**
DIN: 06574912	DIN: 07861487

Date: June 30, 2026
Place: Mumbai

4.3 Annexure-III to the Directors' Report

REMUNERATION DETAILS PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2025-26:

Name of Director	Remuneration (Rs.)	Median Remuneration of Employees *	Ratio
Mr. Prashant Vora Mr. Harsh Vora	0	125000	NA

* considered only those employees who have worked full year in the company.

2. Percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the Financial Year 2025-26:

Name	Designation	% increase / (decrease) in remuneration
Mr. Prashant Vora	Managing Director	no remuneration paid (NA)
Mr. Harsh Vora	Director	no remuneration paid (NA)
Mr. Gaurav Baid	Chief Financial Officer	no remuneration paid (NA)
Mrs. Saloni Abhishek Shah	Company Secretary	Not Comparable since appointed in September, 2025

3. Percentage increase in the median remuneration of employees in the Financial Year 2025-26 is Nil %.

4. The number of permanent employees on the rolls of the Company as on 31st March, 2026 is 3.

5. The average increase in the salary of the employees other than the managerial personnel in FY 2025-26 is (Nil %) and increase in the salary of managerial personnel is Nil % (considered only those who have worked both full years in the company). The increment given to each individual employee is based on the employees' potential, experience as also their performance and contribution to the Company's progress over a period of time and also as per market trend. *As there were no employees/remuneration in the previous financial year. Accordingly, the percentage increase cannot be computed*.

6. It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors
Simandhar Impex Limited

Sd/-	**Sd/-**
Prashant Vora	**Harsh Vora**
Managing Director	**Director**
DIN: 06574912	DIN: 07861487

Date: June 30, 2026
Place: Mumbai

Independent Auditors’ Report and Standalone Financial Statement for the FY 2025-26

The Independent Auditor’s Report along with the audited Standalone Financial Statements of the Company for the financial year ended 31st March 2026 is attached herewith and forms an integral part of this Annual Report.

Contents of the Annexure

1. **Independent Auditor’s Report**
    a) Annexure A to Independent Auditor’s Report
    b) Annexure B to Independent Auditor’s Report
2. **Standalone Balance Sheet as at 31st March 2026**
3. **Standalone Statement of Profit and Loss for the year ended 31st March 2026**
4. **Standalone Cash Flow Statement for the year ended 31st March 2026**
5. **Notes forming part of the Financial Statements**

INDEPENDENT AUDITOR'S REPORT
To the Members of Simandhar Impex Limited
Report on the Audit of theFinancial Statements

Opinion

We have audited the financial statements of Simandhar Impex Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (includingOther Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind As") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its profit, total comprehensiveincome, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditors Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Other Information

The Company's Board of Directors is responsible for other information. The other information comprises the information included in the Board's Report including the Annexure to the Board's Report but does not include the financial statements and our auditor's report thereon.

BOHARA SHAH & CO. THANE CHARTERED ACCOUNTANTS

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with the audit of the financial statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appear to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report the fact. We have nothing to report in this regard.

Responsibility of Management for Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance,including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a highlevel assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to

BOHARA SHAH & CO. THANE

those risks, and obtain audit evidences that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of integral control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

BOHARA SHAH & CO. THANE CHARTERED ACCOUNTANTS

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in Annexure –A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
c) The Balance Sheet, Statement of Profit and Loss including other comprehensive Income, Statement of changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
d) In our opinion, the aforesaid financial statements comply with the Ind AS Standards specified under Section 133 of the Act.
e) On the basis of written representations received from the directors as on March 31, 2026, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026, from being appointed as a director in terms of section 164(2) of the Act.
f) With respect to the adequacy of the internal financial control over financial reporting of the company and operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Standalone Financial Statements.
g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, no remuneration paid by the Company to its directors during the year.
h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014,as amended, in our opinion and to the best of our information and according to the explanations given to us:
    I. The Company does not have any pending litigations which would impact its financial position
    II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    III. The Company is not required to transfer any fund to the Investor Education and Protection Fund.

    IV. (a) The management has represented that, to the best of it's knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or

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on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(b)The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(c) In our opinion and to the best of our information and according to the explanations given to us and based on audit procedures that are reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause iv(a) and vi(b) contains any material mis-statement

V. The company has not declared or paid dividend during the year. Accordingly, provisions of Section 123 of the Act is not applicable to the company

VI. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2026.

For Bohara Shah & Co
Chartered Accountants
Firm Registration Number: 143865W

BOHARA SHAH & CO. THANE CHARTERED ACCOUNTANTS

Monik B Shah
Partner
Membership Number: 160452
Place: Thane
Date: 07th May 2026
UDIN: 26160452OUFQCO3323

Annexure 'A' referred to in our Report of even date to the members of Simandhar Impex Limited For the year ended March 31, 2026

As required by Companies (Auditors Report) Order, 2020 issued by the Ministry of Corporate Affairs, on the basis of checks of the books and records as we considered appropriate and according to the information and explanations given to us during the course of audit, we state as under:

(i) a) The company does not have any Property, Plant and Equipment. Accordingly, paragraph 3(i)(a) of the Order is not applicable to the company.

b) The company does not have any Property, Plant and Equipment. Accordingly, paragraph 3(i)(b) of the Order is not applicable to the company.

c) The company does not own any immovable property. Accordingly, paragraph 3(i)(c) of the Order is not applicable to the company. The company has not taken any immovable properties on lease.

d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year. Accordingly, paragraph 3(i)(d) of the Order is not applicable to the company.

e) According to information and explanations given to us and on the basis of our examination of records of the company, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988).

(ii) a) The company's nature of operation does not require it to hold inventories. Accordingly, paragraph 3(ii)(a) of the order is not applicable to the company.

b) The company does not have sanctioned working capital limit / sanctioned working capital limit exceeding INR 5 Crores in aggregate from any banks or financial institutions. Accordingly, paragraph 3(ii)(b) of the Order is not applicable to the company.

(iii) (a) The company's has not given loans or advances in nature of loan whether secured or unsecured to any companies, firms, LLPs or any other parties. The company has not given any security or guarantee to any other entity or made investments during the year. Accordingly, paragraph 3(iii)(a) to (f) of the order is not applicable to the company.

(iv) According to the information and explanations given to us and based on the audit procedures performed by us, the company has not given any loans, guarantee, security or made investments during the year. Accordingly paragraph 3(iv) of the order is not applicable to the company.

(v) According to the information and explanations given to us and based on the audit procedures performed by us, the company has not accepted any deposits and hence directives of the Reserve Bank of India and the provisions of the Act and the Rules framed there under are not applicable to the company. There are no orders passed by company Law Board or National company Law Tribunal or Reserve Bank of India

BOHARA SHAH & CO. THANE

for contravention of sections 73 to 76 of the Act or any relevant provisions of the Act and relevant rules.

(vi) We are informed that company is not required to maintain cost records in terms of section 148 of the Act.

(vii) a) Undisputed statutory dues including income tax(Tax Deducted at Source) goods and service tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities and there are no undisputed dues outstanding as on 31st March, 2026 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, the Company does not have any disputed dues of income tax, Goods and Services Tax, cess. Thus, paragraph 3 (vii)(b) of the Order is not applicable.

(viii) According to the information and explanations given to us and based on the audit procedures performed by us, there were no transactions identified as surrendered or disclosed income in any of the tax assessments during the year under the Income Tax Act, 1961. Accordingly paragraph 3(viii) of the order is not applicable to the company.

(ix) (a) According to the information and explanations given to us and based on the audit procedures performed by us, the company has not defaulted in repayment of loans or other borrowings or in payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our audit procedures, the company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) According to the information and explanations given to us and on the basis of our audit procedures, the company has not availed any term loan during the year. Accordingly paragraph 3(ix) (c) of the order is not applicable to the company.

(d)According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, no funds raised on short-term basis have been used for long-term purposes by the company

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the company, the company does not have any subsidiaries, associates or joint ventures. Accordingly paragraph 3(ix) (e) and (f) of the order is not applicable to the company.

(x) (a) In our opinion and according to the information and explanations given to us, the company has not raised any money by way of public offer, further public offer (including debt instruments) during the year.

(b)The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xi) (a) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

(b) According to the information and explanations given to us, we have not come across fraud committed in the company by its officers or employees and hence

BOHARA SHAH & CO. THANE CHARTERED ACCOUNTANTS

reporting under section 143(12) of the Act read with rule 13 of Companies (Audit and Auditors) Rules, 2014 is not required.

(c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.

(xii) The Company is not a Nidhi Company.

(xiii) In our opinion and according to the information and explanations given to us, transactions entered by the Company with related parties are in compliance with section 188 of the Act, to the extent applicable. The Company not being a public Company provisions of section 177 of the Act are not applicable. In our opinion, details of transactions with the related parties have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) (a) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

(xv) According to the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the company.

(xvi) (a) The company is not required to be registered as Non-banking Finance company as required under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) (a) of the order is not applicable to the company.

(b) According to the information and explanations given to us, the company has not conducted any nonbanking financial or housing finance activities.Accordingly, paragraph 3(xvi) (b) of the order is not applicable to the company.

(c) According to the information and explanations given to us, the company is not Core Investment company (CIC) as defined in regulations made by Reserve Bank of India. Accordingly paragraph 3(xvi) (c) of the order is not applicable to the company.

(d) As represented to us by the management, there are no Core Investment company (CIC) in the group.

(xvii) The company has not incurred cash losses in the current financial year. The company has incurred any cash loss in preceding financial year.

(xviii) There has been no resignation of the statutory auditor's during the year. Accordingly paragraph 3(xviii) of the order is not applicable to the company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a

BOHARA SHAH & CO. THANE

period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) According to the information and explanations given to us, in our opinion the provisions of Section 135 of the Act is not applicable to the company. Accordingly, paragraph 3(xx)(a) and (b) of the order is not applicable to the company.

(xxi) As this report is for standalone financial statements of the company, the provisions of reporting of qualifications or adverse remarks for respective companies included in consolidation is not applicable.

For Bohara Shah & Co
Chartered Accountants
Firm Registration Number: 143865W

BOHARA SHAH & CO. THANE CHARTERED ACCOUNTANTS

Monik B Shah
Partner
Membership Number: 160452
Place: Thane
Date: 07th May,2026
UDIN: 26160452OUFQCO3323

Annexure B referred to in our Report of even date to the members of Simandhar Impex Limited for the year ended March 31, 2026

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act.

We have audited the internal financial controls over financial reporting of Simandhar Impex Limited ("the Company") as at March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by the Institute of Chartered Accountants of India ("the ICAI") and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting including obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that;

1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
2) Provide reasonable assurance that transactions are recorded as necessary to permit accepted accounting principles, and that receipts expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliances with the policies or procedures may deteriorate.

Opinion

According to the information and explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Bohara Shah & Co

Chartered Accountants

Firm Registration Number: 143865W

MBShah

BOHARA SHAH & CO. THANE CHARTERED ACCOUNTANTS

Monik B Shah

Partner

Membership Number: 160452

Place: Thane

Date: 07th May. 2026

UDIN: 26160452OUFQCO3323

SIMANDHAR IMPEX LIMITED

CIN: U46498MH2023PLC415552

Registered Office: 811A Wing, Jaswanti Allied Business Center Kanchpada, Malad, Mumbai, Malad West, Maharashtra, India, 400064

STANDALONE BALANCE SHEET AS AT 31st MARCH, 2026

(Figures in Lakhs)

Particulars	Note No.	2026	2025
ASSETS			
(1) Non-Current Assets			
(i) Property, Plant And Equipment			
(ii) Intangible Assets	1A	0.00	0.00
(iii) Capital Work in Progress	1B	9.00	
(iv) Intangible assets under development			
Non-Current Financial Assets			
(a) Non-Current Investments			
(b) Trade Receivables, Non-Current			
(c) Loans, Non-Current			
(d) Other Non-Current Financial Assets			
Deffered tax assets (net)	2	7.08	3.98
Total Non Current Assets		0.00	0.00
(2) Current Assets		16.08	3.98
Inventories			
Current Financial Assets		0.00	0.00
(a) Current investments			
(b) Trade receivables			
(c) Cash and cash equivalents	3	228.97	0.00
(d) Bank Balance other than Cash and cash equivalents	4	0.00	0.00
(e) Loans, Current		0.97	0.03
(f) Other Current Financial Assets	5	0.10	0.10
Total Current Financial Assets			
Current Tax Assets (net)		230.04	0.13
Other Current Assets			
Total Current Assets	6	226.37	0.00
Total Assets		456.41	0.13
EQUITY AND LIABILITIES		472.49	4.11
(1) Equity			
Equity Share Capital			
Other Equity	7	305.69	1.00
Total Equity	8	20.82	-1.17
(2) Liabilities		326.52	-0.17
Non-Current Liabilities			
Non-Current Financial Liabilities			
(a) Borrowings , non current			
(b) Trade Payables , non current			
(c) Other non current financial liabilities			
Total Non-Current Financial Liabilities			
Provision, non current			
Deffered tax liabilities (net)			
Other non current liabilities			
Total Non-Current Liabilities			
Current Liabilities			
Current Financial Liabilities			
(a) Borrowings , current			
(b) Trade Payables , current	9	16.17	4.13
(i) Total Outstanding dues of Micro Enterprises and Small Enterprises		129.15	0.14
(ii) Total Outstanding dues of creditors other than MSME			
(c) Other current financial liabilities			
Total Current Financial Liabilities			
Other Current liabilities		145.32	4.27
Provision, current	10	0.50	0.01
Current tax liabilities (net)	11	0.15	0.00
Total Current Liabilities			
Total Liabilities		0.65	0.01
Total Equity and Liabilities		145.97	4.28
		472.49	4.11

For Bohara Shah & Co
Chartered Accountants
FRN No. 143865W

Monik Shah
Partner
M.No- 160452
UDIN:
Date: 07.05.2026
Place: Mumbai

For and behalf of the Board of Directors of Simandhar Impex Limited

Harsh Vora
Director
DIN: 07861487

Prashant Vora
Managing Director
DIN: 06574912

Gaurav Baid
Chief Financial Officer

Saloni Abhishek Shah
Company Secretary

Date: 07.05.2026
Place: Mumbai

SIMANDHAR IMPEX LIMITED

CIN: U46498MH2023PLC415552

Registered Office: 811A Wing, Jaswanti Allied Business Center Kanchpada, Malad, Mumbai, Malad West, Maharashtra, India, 400064

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2026

(Figures in Lakhs)

Sr. No.	Particulars	Note No.	2026	2025
I	Revenue from operations	12	154.40	0.00
II	Other Income	13	0.00	0.00
III	III. Total Revenue (I +II)		154.40	0.00
IV	Expenses:			
	Purchase of Goods	14 B	146.11	
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	15	0.00	0.00
	Employee Benefit Expense	16	2.25	0.00
	Financial Costs	17	0.01	0.01
	Depreciation and Amortization Expense	18	0.00	0.00
	Other Expenses	19	4.44	0.75
	Total Expenses (IV)		152.81	0.76
V	Profit before exceptional items and tax	(III - IV)	1.59	-0.76
VI	Exceptional Items		0.00	0.00
VII	Profit before Extraordinary items and tax (V - VI)		1.59	-0.76
VIII	Extraordinary Items	20	1.01	0.41
IX	Profit before tax (VII - VIII)		0.58	-1.17
X	Tax expense:			
	(1) Current tax		0.15	0.00
	(2) Defferd tax			
XI	Profit(Loss) from the perid from continuing operations (IX-XI)		0.43	-1.17
XII	Profit/(Loss) from discontinuing operations before tax			
XIII	Tax expense of discounting operations			
XIV	Profit/(Loss) from Discontinuing operations (XII- XIII)			
XV	Profit/(Loss) for the period (XI + XIV)		0.43	-1.17
XVI	Other comprehensive income net of tax			
XVII	Total Comprehensive income for the year			
XVIII	Details of equity share capital			
	Paid up equity share capital		1.00	1.00
	Face value of equity share capital		10	10
XIX	Earning per share:			
	Earning per equity share for continuing operations			
	(1) Basic earnings (loss) per share from continuing operations		4.32	0
	(2) Diluted earnings (loss) per share from continuing operations		4.32	0
	Earning per equity share for discontinued operations			
	(1) Basic earnings (loss) per share from discontinued operations			
	(2) Diluted earnings (loss) per share from discontinued operations			
	Earning per equity share:			
	(1) Basic earnings (loss) per share from continuing and discontinued operations		4.32	0
	(2) Diluted earnings (loss) per share from continuing and discontinued operations		4.32	0

NOTES TO ACCOUNTS 22 & 23

Schedules referred to above and notes attached there to form an integral part of Balance Sheet
This is the Balance Sheet referred to in our Report of even date.

For Bohara Shah & Co
Chartered Accountants
FRN No. 143865W

Monik Shah
Partner
M.No- 160452
UDIN:
Date: 07.05.2026
Place: Mumbai

BOHARA SHAH & CO. THANE CHARTERED ACCOUNTANTS

Simandhar Impex Limited Mumbai

For and behalf of the Board of Directors of
Simandhar Impex Limited

Harsh Vora
Director
DIN: 07861487

Prashant Vora
Managing Director
DIN: 06574912

Gaurav Baid
Chief Financial Officer

Saloni Abhishek Shah
Company Secretary

Place: Mumbai
Date: 07.05.2026

SIMANDHAR IMPEX LIMITED

CIN: U46498MH2023PLC415552

Registered Office: 811A Wing, Jaswanti Allied Business Center Kanchpada, Malad, Mumbai, Malad West, Maharashtra, India, 400064

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2026

(Figures in Lakhs)

Sr. No.	Particulars	31-Mar-26	31-Mar-25
A	**Cash Flow from Operating Activities :**		
	Net Profit/(Loss) before tax	0.58	-1.17
	Adjustments for:-		
	Finance Cost	0.01	0.01
	Depreciation	0.00	0.00
	Profit on Sale of Shares	0.00	0.00
	Interest Income/Dividend Income	0.00	0.00
	Operating Profit before working capital changes	0.59	-1.16
	Increase / (Decrease) in Short Term Borrowings	12.04	0.14
	Increase / (Decrease) in Trade Payables	129.02	0.14
	Increase / (Decrease) in Other Current Liabilities	0.64	-0.01
	Increase / (Decrease) in Short term Provision	0.00	0.00
	(Increase) / Decrease in Inventories	0.00	0.00
	(Increase) / Decrease in Trade Receivable	-228.97	0.00
	(Increase) / Decrease in Other current assets	-226.37	0.00
	(Increase) / Decrease in Other Non current assets	-3.10	0.88
	(Increase) / Decrease in Short Term Loans & Advances	0.00	0.00
	Operating Profit after working capital changes	-316.16	-0.01
	Less: Income Tax Paid	-0.15	
	Net Cash from/ (used in) Operating Activities	-316.31	-0.01
B	**Cash Flow from Investing Activities :**		
	(Purchase)/ Sale of Fixed Assets from Demerger	-9.00	0.00
	Net Cash from/ (used in) Investing Activities	-9.00	0.00
C	**Cash Flow from Financing Activities :**		
	Proceeds from Issue of shares from Demerger	304.69	0.00
	Capital Reserves from Demerger	21.56	0.00
	Finance Cost	-0.01	-0.01
	Net Cash from/ (used in) Financing Activities	326.25	-0.01
	Net Increase/ (Decrease) in Cash & Cash Equivalents (A+B+C)	0.94	-0.03
	Cash & Cash Equivalents as at the beginning of the year	0.03	0.06
	Cash & Cash Equivalents as at the end of the year	0.97	0.03
	Components of Cash and Cash Equivalents:		
	Cash and Bank Accounts	0.97	0.03
	Cash Credit Accounts	0.00	0.00

For Bohara Shah & Co
Chartered Accountants
FRN No. 143865W

Monik Shah
Partner
M.No- 160452
UDIN:
Date: 07.05.2026
Place: Mumbai

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Simandhar Impex Limited Mumbai

For and behalf of the Board of Directors of
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Note 1 : Property , Plant & Equipments

(Figures in Lakhs)

Sr. No.	Particulars	Gross Block				Depreciation				Net Block	
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2026	WDV as on 31.03.2025
	Property , Plant & Equipments										
1A	**Tangible Assets**										
1	Plant and Equipment				0.00				0.00	0.00	
2	Furniture and Fixtures				0.00				0.00	0.00	
3	Office equipment				0.00				0.00	0.00	
4	Computer & Accessories		0.00		0.00				0.00	0.00	
1B	**Intangible Assets**										
1	Software		9.00		9.00				0.00	9.00	
	Total	-	9.00		9.00	0.00	0.00	0.00	0.00	9.00	0.00

BOHARA SHAH & CO. * CHARTERED ACCOUNTANTS * THANE

Simandhar Impex Limited Mumbai

SIMANDHAR IMPEX LIMITED

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Registered Office: 811A Wing, Jaswanti Allied Business Center Kanchpada, Malad, Mumbai, Malad West, Maharashtra, India, 400064

Note : 2 Other Non-Current Financial Assets

Sr. No.	Particulars	2026	2025
1	**Preliminary ROC Expenses**	7.08	3.98
	Total	7.08	3.98

Note : 3 Trade Recievables Ageing Schedule

Sr. No.	Particulars	2026	2025
	Outstanding for following periods from the Due Date		
(A)	**Less than 6 Months**		
(i)	Undisputed Trade receivables - Considered Good	228.97	
(ii)	Undisputed Trade receivables - Considered Doubtful		
(iii)	Disputed Trade receivables - Considered Good		
(iv)	Disputed Trade receivables - Considered Doubtful		
	Sub Total in (A)	228.97	0.00
(B)	**6 Months to 1 Year**		
(i)	Undisputed Trade receivables - Considered Good		
(ii)	Undisputed Trade receivables - Considered Doubtful		
(iii)	Disputed Trade receivables - Considered Good		
(iv)	Disputed Trade receivables - Considered Doubtful		
	Sub Total in (B)	0.00	0.00
(C)	**1 Year to 2 Years**		
(i)	Undisputed Trade receivables - Considered Good		
(ii)	Undisputed Trade receivables - Considered Doubtful		
(iii)	Disputed Trade receivables - Considered Good		
(iv)	Disputed Trade receivables - Considered Doubtful		
	Sub Total in (C)	0.00	0.00
(D)	**2 Year to 3 Years**		
(i)	Undisputed Trade receivables - Considered Good		
(ii)	Undisputed Trade receivables - Considered Doubtful		
(iii)	Disputed Trade receivables - Considered Good		
(iv)	Disputed Trade receivables - Considered Doubtful		
	Sub Total in (D)	0.00	0.00
(E)	**More than 3 Years**		
(i)	Undisputed Trade receivables - Considered Good		
(ii)	Undisputed Trade receivables - Considered Doubtful		
(iii)	Disputed Trade receivables - Considered Good		
(iv)	Disputed Trade receivables - Considered Doubtful		
	Sub Total in (E)	0.00	0.00
	Total (A+B+C+D+E)	228.97	0.00

Note : 4 Cash & Cash Equivalents

(Figures in Rupees)

Sr. No.	Particulars	2026	2025
1	**Cash-in-Hand**		
	Cash Balance	-	
2	**Balances with Banks**		
	CURRENT ACCOUNT		
	The Kalupur Commercial Co-op Bank	0.97	0.03
	Total	0.97	0.03

BOHARA SHAH & CO. CHARTERED ACCOUNTANTS THANE

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Note : 5 Short-term Loans and advances

(Figures in Lakhs)

Sr. No.	Particulars	2026	2025
1	NSDL Deposit	0.10	0.10
	Total	**0.10**	**0.10**

Note : 6 Other Current Assets

(Figures in Lakhs)

Sr. No.	Particulars	2026	2025
1	Asset on Effect of Demerger (Parshva Enterprise)	225.93	
2	CGST	0.22	
3	SGST	0.22	
	Total	**226.37**	**0.00**

Statement of Changes in Equity

A) Equity Share Capital

(Figures in Lakhs)

Sr. No.	Particulars	2026	2025
	Balance as at beginning of year	1.00	1.00
	Changes in equity share capital due to prior period errors	0.00	0.00
	Restated balance at the beginning of the reporting period	0.00	0.00
	Changes in equity share capital during the year	304.69	0.00
	Balance as at end of year	305.69	1.00

B) Other Equity

(Figures in Lakhs)

Sr. No.	Particulars	Reserves and Surplus	
		Securities Premium	Other Equity
	As at April 01, 2024		
	Profit for the year		0
	Other Comprehensive Income		-1.17
	Total Comprehensive Income for the year		
	Increase / Decrease in Securities Premium Reserve	0.00	-1.17
	Other Adjustments (For Bonus Issue)	0.00	0.00
	As at March 31, 2025		0.00
	Profit for the year	-1.17	-1.17
	Other Comprehensive Income	0.43	0.00
	Total Comprehensive Income for the year	0.00	0.00
	Increase / Decrease in Securities Premium Reserve	0.43	0.00
	Other Adjustments	21.56	0.00
		0.00	0.00
	As at March 31, 2026	20.82	-1.17

BOHARA SHAH & CO. THANE CHARTERED ACCOUNTANTS

Simandhar Impex Limited Mumbai

Note : 7 Share Capital

Sr. No.	Particulars	2026	2025
1	**AUTHORIZED CAPITAL**		
	35,00,000 Equity Shares of Rs. 10/- each	350.00	350.00
2	**ISSUED , SUBSCRIBED & PAID UP CAPITAL**		
	10000 Equity Shares of Rs. 10/- each	1.00	1.00
	3056925 Equity Shares of Rs. 10/- each on the course of Demerger	304.69	0.00
	Total	305.69	1.00

Following Shareholders hold equity shares more than 5% of the total equity shares of the Company.

(Figures in Lakhs)

Sr. No.	SHARE HOLDER'S NAME	2026	2025
1	PRASHANT AVANTILAL VORA	123.48	1.00
2	PRASHANTBHAI AVANTILAL VORA HUF	36.65	0.00
3	SEEMABEN PRASHANTBHAI VORA	48.54	0.00

Note : 8 Other Equity

(Figures in Lakhs)

Sr. No.	Particulars	2026	2025
1	Capital Reserve	21.56	0.00
2	Capital Redemption Reserve	0.00	0.00
3	Securities Premium reserve		
4	Debenture Redeemption Reserve	0.00	0.00
5	Revaluation Reserve	0.00	0.00
6	Shares Option Outstanding Account	0.00	0.00
7	Other Reserve (Special Reserve	0.00	0.00
8	Surplus (Profit & Loss Account)	0.43	-1.17
9	Balance brought forward from previous year	-1.17	0.00
10	Less: Tax on Regular Assessment Paid	0.00	0.00
11	Add: Transfer to Profit and Loss A/c	0.00	0.00
12	Add: Profit for the period	0.00	0.00
13	Less Utilised For issue Of Bonus Shares	0.00	0.00
	Total	20.82	-1.17

Note : 9 Short Term Borrowings

(Figures in Lakhs)

Sr. No.	Particulars	2026	2025
1	Unsecured Loans from Directors	16.17	4.13
	Total	**16.17**	**4.13**

Note : 10 Trade payable

(Figures in Lakhs)

Sr. No.	Particulars	2026	2025
1	Sundry Creditors	129.15	0.14
	Total	**129.15**	**0.14**

BOHARA SHAH & CO. THANE CHARTERED ACCOUNTANTS

Simandher Impex Limited Mumbai

Note : 10 Other Current liabilities

(Figures in Lakhs)

Sr. No.	Particulars	2026	2025
1	TDS on Professional Fees	0.00	0.01
2	Salary Payable	0.50	
	Total	**0.50**	**0.01**

Trades Payable ageing schedule

(Figures in Lakhs)

Sr. No.	Particulars	2026	2025
	Outstanding for following periods from the Due Date		
(A)	**Less than 6 Months**		
(i)	MSME (Undisputed)		
(ii)	Others (Undisputed)	129.15	0.14
(iii)	Disputed Due -MSME		
(iv)	Disputed Due -Others		
	Sub Total in (A)	129.15	0.14
(B)	**6 Months to 1 Year**		
(i)	MSME (Undisputed)		
(ii)	Others (Undisputed)		
(iii)	Disputed Due -MSME		
(iv)	Disputed Due -Others		
	Sub Total in (B)	0.00	0.00
(C)	**1 Year to 2 Years**		
(i)	MSME (Undisputed)		
(ii)	Others (Undisputed)		
(iii)	Disputed Due -MSME		
(iv)	Disputed Due -Others		
	Sub Total in (C)	0.00	0.00
(D)	**2 Year to 3 Years**		
(i)	MSME (Undisputed)		
(ii)	Others (Undisputed)		
(iii)	Disputed Due -MSME		
(iv)	Disputed Due -Others		
	Sub Total in (D)	0.00	0.00
(E)	**More than 3 Years**		
(i)	MSME (Undisputed)		
(ii)	Others (Undisputed)		
(iii)	Disputed Due -MSME		
(iv)	Disputed Due -Others		
	Sub Total in (E)	0.00	0.00
	Total (A+B+C+D+E)	129.15	0.14

BOHARA SHAH & CO. CHARTERED ACCOUNTANTS THANE

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Note : 11 Provisions, Current (Figures in Lakhs)

Sr. No.	Particulars	2026	2025
1	Provison for Income tax	0.15	
	Total	0.15	0.00

Note : 12 Revenue from Operations (Figures in Lakhs)

Sr. No.	Particulars	2026	2025
(A)	Sales		
1	Sales	154.40	
	Total	154.40	0.00

Note : 13 Other Income (Figures in Rupees)

Sr. No.	Particulars	2026	2025
1	Interest On loan/Interest on IT Refund		-
	Total	-	-

Note : 14 Cost of Material Consumed (Figures in Lakhs)

Sr. No.	Particulars	2026	2025
A	Opening Stock of Traded Goods		
B	Add-Purchases :		
	Purchases	81.99	
	Stock Transferred in the course of Demerger	64.13	
C	Less Closing Stock Of traded Goods	0.00	
	Total	146.11	0.00

Note : 15 Change in Inventories (Figures in Lakhs)

Sr. No.	Particulars	2026	2025
1	Opening Stock		
2	Closing Stock	-	
	Total	-	-

Note : 16 Employement Benefit Expenses (Figures in Lakhs)

Sr. No.	Particulars	2026	2025
1	Salary, Bonus & Gratuity	2.25	
2	Staff Welfare	0.00	
	Total	2.25	0.00

Note : 17 Finance Cost (Figures in Lakhs)

Sr. No.	Particulars	2026	2025
1	Bank Charges/Interest Cost	0.01	0.01
	Total	0.01	0.01

Note : 18 Depreciation & Amortised Cost (Figures in Lakhs)

Sr. No.	Particulars	2026	2025
1	Depreciation	-	
	Total	-	-

Note : 19 Other Expenses (Figures in Lakhs)

Sr. No.	Particulars	2026	2025
1	ROC Expenses	0.00	0.05
2	ROC Fees (Preliminary Charge)	1.15	0.70
3	Round off	0.00	0.00
4	Demat Charges	0.01	0.00
5	Transfer Agent (RTA) Expenses	0.03	0.00
6	Annual Listing Fees	3.25	0.00
	Total	4.44	0.75

Note : 20 Extraordinary Items (Figures in Lakhs)

Sr. No.	Particulars	2026	2025
1	CDSL/NSDL Expenses A/c	0.26	0.41
2	BSE/NSE Listing Related Expenses	0.75	0.00
	Total	1.01	0.41

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Note : 21 Ratio Analysis

Sr. No.	Particulars	2026	2025
(A)	**Current Ratio (in times)** (Current Assets/Current Liabilities)	14.17	101.93
(B)	**Inventory Turnover Ratio (in times)** (Revenue From Operation/Closing Inventory)	0.00	0.00
(C)	**Trade Receivable Turnover Ratio (in times)** (Revenue From Operation/Trade Receivable)	0.67	0.00
(D)	**Net Profit Ratio** (Net Profit/Revenue From Operation)*100	0.28	0.00
(E)	**Return on Capital Employed** (PBIT/Capital Employed)*100	12.18	0.00
(F)	**Debt Equity Ratio (in times)** (Total Outside Liabilities/Equity)	0.05	-24.01
(G)	**Interest Coverage Ratio (in times)** (PBIT/Interest Expenses)	3.93	7.37

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400064

Significant Accounting Policies and Notes forming part of Accounts

Note : 22

1 **NOTES ON ACCOUNTS**

1.1 Previous year's figures are regrouped/rearranged wherever necessary.

1.2 Provision for Taxation for the current year has been made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

1.3 Contingent liability in respect of claims against the company not acknowledged as debts against which the company has counter claims aggregating to Rs. is Nil.

1.4 All the Opening Balances are taken as per previous year audit report.

1.5 In the opinion of the Board, the current assets, loans and advances are approximately of the value stated in the Balance sheet, if realized in the ordinary course of business.

1.6 Information pursuant to paragraph 2, 3, 4, 5 of Part II of the schedule III is given as under so far as it applies to the company.

a) Payment to Statutory Auditors		
	31-Mar-26	31-Mar-25
1. Audit Fees	0	0

1.7 There is no adjustment required to be made to the profits or loss for complying with ICDS notified u/s 145(2).

1.8 In the Meeting of Board of Directors held on 14th May, 2024 the Board had approved the Scheme of Arrangement and the De-merger of 'Jewellry Business of the Parshva Enterprises Limited into Simandhar Impex Ltd (100% Subsidiary of the Parshva Enterprises Limited) on going concern basis. The Parshva Enterprises Limited has received Observation Letter from BSE Limited vide letter no. DCS/AMALI/TS/R37/3512/2024-25 dated 5th February, 2025 and the Parshva Enterprises Limited has received order from Hon'ble National Company Law Tribunal, Mumbai (NCLT) dated 24th April 2025, for conducting meetings of Shareholders of Parshva Enterprises Limited for their approval of the Scheme.

2 **Significant Accounting Policies Note : 23**

2.1 **Corporate Information**

Simandhar Impex Limited ("the Company") is a company limited by shares incorporated under the Companies Act, 2013. The Company's Registered Office is situated at Mumbai. The Company's shares are listed on the Bombay Stock Exchange

2.2 **Basis of preparation of Financial Statements**

The Financial statements are prepared under the historical cost convention and on accrual basis in accordance with applicable Indian Accounting Standards prescribed under section 133 read with rule 7 of the Companies (Accounts) rules, 2014.

Accounting policies not specifically referred to. otherwise are consistent and in accordance with the generally accepted accounting principles

2.3 **Revenue Recognition**

Sales are recorded exclusive of Taxes

2.4 **Property, Plant and Equipments**

Property, Plant and Equipments are stated at cost of acquisition or construction less accumulated depreciation, including financial cost till such assets are ready for its intended use.

2.5 **Depreciation**

Depreciation is charged on written down value method as per Companies Act 2013.

SOHARA SHAH & CO. THANE CHARTERED ACCOUNTANTS

Simandhar Impex Limited Mumbai

2.6 Impairment of Assets

Impairment of assets if any is ordinarily assessed by comparing recoverable value of individual assets with its carrying cost.

2.7 Inventories

Inventories are valued at cost or net realizable value whichever is lower. Cost in respect of inventories is ascertained on Weighted Average Method.

2.8 Investments

Long Term Investments if any are stated at cost. Provision for dimunation if any in value of assets is only made when the same is of permanent nature.

2.9 Retirement Benefits

(i) As certified by the management, the company has no liability under the Provident Fund & Super Annuation Fund as the said acts do not apply to the company.

(ii) It is explained to us that the company does not provide for any leave encashment and any liability arising thereon shall be paid and dealt with in the books of accounts at the actual time of payment.

2.10 Retirement Benefits

(i) As certified by the management, the company has no liability under the Provident Fund & Super Annuation Fund as the said acts do not apply to the company.

(ii) It is explained to us that the company does not provide for any leave encashment and any liability arising thereon shall be paid and dealt with in the books of accounts at the actual time of payment.

2.11 Borrowing Cost

Borrowing cost on working capital is charged against the profit & loss account in which it is incurred.

Borrowing costs that are attributable to the acquisition or construction or manufacture of qualifying assets are capitalized as a part of the cost of such assets till the date of acquisition or completion of such assets. In respect of suspended project for extended period, borrowing costs are not capitalized for such period

2.12 Taxes on Income

Taxes on income of the current period are determined on the basis of taxable income and credits computed in accordance with the provisions of the Income tax Act, 1961.

Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year, and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

2.13 Provision, Contingent liabilities and contingent assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but the same is disclosed in the financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

BOHARA SHAH & CO. THANE CHARTERED ACCOUNTANTS

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SIMANDHAR IMPEX LIMITED

CIN: U46498MH2023PLC415552

811 A Wing, Jaswanti Allied Business Cen Ramchandra Lane Extn., Malad West, Mumbai - 400064

2.14 Applicability of IndAS-24

In accordance with the requirements of IndAS-24 "Related Party Disclosures "issued by the Institute of Chartered Accountants of India, the following persons are considered as Related Party as define in IndAS-24:-

Name	Nature of transaction	31-03-2026	31-03-2025
Parshva Enterprises Ltd	Unsecured Loan	0.00	0.00
Mr. Prashant A Vora	Unsecured Loan	16.17	4.13

2.15 Foreign Currency Transaction

There are no such foreign currency transactions during the year.

2.16 C/F Value of Import Raw Materials: NIL

2.17 Expenditure in Foreign Currency: NIL

2.18 Earning Per Share: The Earning Per Share (IndAS-33) has been computed as under:

	(Figures in Lakhs)
(a) Profit after tax	0.43
(b) Equity Share (In Number)	1.000
(c) Nominal value of share	10
(d) EPS	0.43

R. Other Statutory Infomration :

The Company does not have anything to report in respect of the following:

- Benami properties
- Trading or investment in crypto or virtual currency
- Giving/receiving of any loan or advance or funds with the understanding that the recipient shall lend, invest, provide security or guarantee on behalf of the Company/funding party.
- Transactions with struck-off companies
- Non-compliance with number of layers as prescribed under the Companies Act, 2013, read with Companies
- Charges or satisfaction not registered with ROC beyond statutory period
- The Company is not declared as wilful defaulter by any bank or financial institution or other lender.

BOHARA SHAH & CO. THANE CHARTERED ACCOUNTANTS

Simandhar Impex Limited Mumbai

SIMANDHAR IMPEX LIMITED

CIN
L46498MH2023PLC415552

REGISTERED ADDRESS
811A Wing, Jaswanti Allie, d BusinessCenter
Kanchpada, Malad, Mumbai,
Malad West, Maharashtra, India, 400064