SARVESHWAR FOODS LIMITED

CIN :L15312JK2004PLC002444
Regd. Off. : Sarveshwar House, Below Gumat, Jammu, (J&K) – 180001
E-mail:cs@sarveshwarrice.com Website:https://sarveshwarfoods.com/ ContactNo.:01923-220962

Ref no.: ……………..

Date: 8th September 2026

Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400051

NSE Symbol: SARVESHWAR

Listing Compliance Department
BSE Limited
Phirozee Jeejeebhoy
Towers, Dalal Street, Fort,
Mumbai - 400 001

Scrip Code: 543688

Subject: Notice of 22nd Annual General Meeting of Sarveshwar Foods Limited.

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, we hereby enclose the Notice of the 22nd Annual General Meeting of our company which is scheduled to be held on Wednesday,30th September,2026 at 12:00 Noon At Country Inn & Suites, by Radisson , Opposite Bahu Plaza Complex ,Gandhi Nagar Extension ,Jammu J&K-18004 India.

Kindly take the above stated information on record and oblige.

For & On Behalf of
Sarveshwar Foods Limited

SADHVI SHARMA Digitally signed by SADHVI SHARMA

Sadhvi Sharma
(Company Secretary and Compliance Officer)

NOTICE OF AGM 2025-26

NOTICE OF THE 22nd ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd Annual General Meeting ("AGM") of the Members of Sarveshwar Foods Limited will be held on Wednesday, 30th September 2026 at 12:00 Noon at Country Inn & Suites, by Radisson, Opposite Bahu Plaza Complex, Gandhi Nagar Extension, Jammu J&K -180004, to transact the following business:

ORDINARY BUSINESS

1.Adoption of Financial Statements.

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2026 and Statement of Profit and Loss for the year ended on that date, together with the Reports of the Board of Directors and Auditors thereon.

2.Re-appointment of Director retiring by rotation.

To appoint a Director in place of Mr. Anil Kumar (DIN: 07417538), who retires by rotation and being eligible to offer himself for re-appointment.

3.Re-appointment of Director retiring by rotation.

To appoint a Director in place of Mr. Mahadeep Singh Jamwal (DIN: 09106268), who retires by rotation and being eligible to offer himself for re-appointment.

SPECIAL BUSINESS

4.RE-APPOINTMENT OF MR. MAHADEEP SINGH JAMWAL (DIN: 09106268) AS EXECUTIVE DIRECTOR OF THE COMPANY FOR A FURTHER TERM OF ONE YEAR.

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013read with Schedule V to the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the approval of members of the Company be and is hereby accorded for the re-appointment of Mr. Mahadeep Singh Jamwal (DIN: 09106268) as an Executive Director , liable to retire by rotation, for a period of one year with effect from March 3, 2027 to March 2 ,2028, The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is annexed as **Annexure-2.**

RESOLVED FURTHER THAT based on the recommendation of Nomination and Remuneration Committee, the Board be and is hereby authorized to alter and vary the terms and conditions of such appointment including remuneration and increments thereof from time to time, but such remuneration shall not exceed the limits specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

The Board recommends the passing of the **Resolution at Item No. 4** as a Special Resolution.

Except Mr. Mahadeep Singh Jamwal, none of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for re-appointment of Mr. Mahadeep Singh Jamwal (DIN: 09106268) as an Executive Director.

5.TO RE-APPOINT DR. PRADEEP KUMAR SHARMA (DIN: 06524014) AS AN INDEPENDENT DIRECTOR FOR A FURHTER TERM ONE YEAR .

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

RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules,2014 and other applicable provisions of the Act, including any modification or re-enactment thereof, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the recommendation of the Nomination and Remuneration Committee and that of the Board, Dr. Pradeep Kumar Sharma (DIN: 06524014), who holds office as an Independent Director up to 02 September 2027 and meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR is hereby re-appointed as an Independent Director of the Company, for further of period of 1 (One) year effective from 03 September 2027 till 03 September 2028,and that he shall not be liable to retire by rotation. The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is annexed as **Annexure-3.**

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the LODR Regulations, Dr. Pradeep Kumar Sharma (DIN: 06524014), be paid such sitting fees as the Board may approve from time to time subject to overall limits prescribed from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

The Board recommends the passing of the **Resolution at Item No. 5** as a Special Resolution.

Except Dr. Pradeep Kumar Sharma, none of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

6. PREFERENTIAL ALLOTMENT OF UPTO 22,25,00,000 (TWENTY -TWO CRORE TWENTY-FIVE LAKH) WARRANTS TO THE PERSONS BELONGING TO PROMOTER AND PROMOTER GROUP AND NON-PROMOTER PUBLIC CATEGORY:

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed ("Stock Exchanges"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("Takeover Regulations") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India ("RBI"), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 22,25,00,000(Twenty-Two Crore Twenty Five Lakh) Fully Convertible Warrants ("Warrants") carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, to persons belonging to 'Promoter & Promoter Group' and 'Non-Promoter, Public Category', of face value of Re.1/- (Rupee One Only) each fully paid up, for cash, at an issue price of Rs. 3.80/- Warrants of face value of Re.1/- (Rupee One Only) each fully paid up, for cash, at an issue price of Rs. 3.80/- (Rupees Three point Eighty paisa only) per Equity Share, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 84,55,00,000/- (Rupees Eighty-Four Crores Fifty-Five Lakh only) on such further terms and conditions as may be finalized, to the below mentioned persons ("Proposed Allottees"):

S. No.	Name of the Proposed Allottees	Category	Maximum Number of Warrants to be allotted Quantity
		Promoter and Promoter Group	
1.	Rohit Gupta	Promoter	8,00,00,000
		Public	
2.	Krishan Goyal	Individual	50,00,000
3.	Dipesh Mittal	Individual	50,00,000
4.	Tripta	Individual	25,00,000
5.	Nitin Goel	Individual	50,00,000
6.	Sushila Devi	Individual	50,00,000
7.	Sheetal Bindal	Individual	50,00,000
8.	Sachin Kumar Mittal	Individual	25,00,000
9.	Rattan Mittal	Individual	50,00,000
10.	Nitin Jain	Individual	50,00,000
11.	Sachin Kumar	Individual	25,00,000
12.	Sandeep Mittal & Sons (HUF)	HUF	50,00,000
13.	Salasar Capital Invesco	Partnership Firm	1,50,00,000
14.	Nagendra Chauhan	Individual	25,00,000
15.	Vaishali Sharma	Individual	25,00,000
16.	Lalit Gupta	Individual	25,00,000
17.	PMC Fincorp Limited	Public Listed Company	3,00,00,000
18.	Bridge India Fund	FPI	4,25,00,000
		Total	22,25,00,000

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the warrants proposed to be allotted to the above mentioned allottees is August 31, 2026 (i.e. being the date, which is 30 days prior to the date of shareholder's meeting which is scheduled on September 30, 2026).

RESOLVED FURTHER THAT the Warrants to be issued to the Proposed Equity Allottee(s) in the preferential issue shall be listed on the Stock Exchange where the existing Equity Shares are listed.

RESOLVED FURTHER THAT the aforesaid issue of warrants shall be subject to the following terms and conditions:

a) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.

b) The pre-preferential shareholding of the proposed allotteesb) The pre-preferential shareholding of the proposed allottees, Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock- in for such period as may be prescribed under SEBI ICDR Regulations.

c) The Warrants so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;

d) Allotment shall only be made in dematerialized form;

e) The allotment of Warrants is proposed to be completed within the time limit prescribed under Chapter V of the SEBI ICDR Regulations;

f) The Equity Shares to be allotted upon exercise of the Warrants shall rank pari passu with the existing Equity Shares of the Company in all respects

g) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).

h) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

i)The conversion of warrants into equity shares is to be done on or before the expiry of eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations.

j)The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares."

k) The issue and allotment of Warrants shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares to be allotted upon exercise of the Warrants shall rank pari-passu in all respects including as to dividend, other corporate benefits if any, with the existing fully paid-up Equity Shares of Re.1/- (Rupee One Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Company Secretary & Compliance Officer of the Company be and are hereby authorized severally on behalf of the

Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said warrants , utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Managing Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company."

7: APPROVAL OF SARVESHWAR FOODS LIMITED – EMPLOYEES STOCK OPTION SCHEME 2026

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

"**RESOLVED THAT** pursuant to Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 ("Rules"), Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time ("SBEB Regulations"), Regulation 19 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), the Articles of Association of the Company and subject to such approvals, permissions, consents and sanctions as may be necessary from the appropriate statutory, regulatory or other authorities, and subject to such conditions and modifications as may be prescribed or imposed by any such authorities and accepted by the Board of Directors of the Company ("Board"), approval of the Members be and is hereby accorded to the 'Sarveshwar Foods Limited – Employees Stock Option Scheme 2026' ("Scheme"), the salient features of which are set out in the Explanatory Statement annexed to this Notice, for the benefit of eligible employees of the Company and its Group Companies, in accordance with the Scheme and Applicable Laws.

RESOLVED FURTHER THAT pursuant to Section 62(1)(b) of the Act and Regulation 6 of the SBEB Regulations, approval of the Members be and is hereby accorded to the Board and/or the Nomination and Remuneration Committee of the Company (acting as the compensation committee in terms of Regulation 5 of the SBEB Regulations) ("NRC") to grant, from time to time, options under the Scheme to eligible employees, entitling them to subscribe to such number of equity shares of the Company as may be determined in accordance with the Scheme, provided that the aggregate number of equity shares that may be issued pursuant to exercise of options under the Scheme shall not 1,23,16,265 (One crore twenty-three lakh sixteen thousand two hundred sixty-five only) options, each exercisable into one equity share at a price equivalent to the face value of each such share or at such premium as may be determined by the NRC/Board from time to time i.e. approximately 1 % (one percent) of the fully diluted paid-up equity share capital of the Company as on the date of this resolution.

RESOLVED FURTHER THAT the Scheme shall be implemented through the direct route, whereby the Company shall issue fresh equity shares directly to the Option Holders upon valid exercise of vested options and no employee welfare trust or other trust shall be constituted for implementation of the Scheme.

RESOLVED FURTHER THAT the Board and/or the Nomination and Remuneration Committee be and are hereby authorized to administer and implement the Scheme, including determining the eligibility of Employees, quantum of options, grant dates, vesting period and vesting conditions, vesting schedule, exercise price, exercise period and other terms and conditions of grants, in accordance with the Scheme and Applicable Laws.

RESOLVED FURTHER THAT the Board and/or the Nomination and Remuneration Committee be and are hereby authorized to alter, vary, amend, modify or otherwise change the terms of the Scheme, including the eligibility criteria, vesting conditions, vesting schedule, exercise price, exercise period and the process of exercise, from time to time, in such manner as they may deem fit and in accordance with Regulation 12 and other applicable provisions of the SBEB Regulations and Applicable Laws, without requiring any further approval of the Members, save and except where the approval of the Members is specifically required under the Act or the SBEB Regulations (including any increase in the aggregate number of equity shares comprised in the Scheme, any variation that is prejudicial to the interests of Option Holders and any extension of the Scheme to a new class of employees), and provided that the rights of Option Holders shall not be prejudicially affected except to the extent permitted by Applicable Laws.

RESOLVED FURTHER THAT the Board and/or the Nomination and Remuneration Committee be and are hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, writings and instruments as may be necessary or expedient for the implementation and administration of the Scheme, including making applications and filings with the stock exchanges and other statutory or regulatory authorities, obtaining the in-principle approval of the stock exchanges for listing of the equity shares to be allotted under the Scheme in terms of Regulation 10 of the SBEB Regulations, listing of such equity shares, and obtaining such other approvals, permissions and consents as may be required, and to delegate all or any of the powers herein conferred to any Committee of Directors, Director, Company Secretary or other officer of the Company."

8 . APPROVAL FOR GRANT OF OPTIONS TO EMPLOYEES AND DIRECTORS OF THE COMPANY'S HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY(IES)

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

"RESOLVED THAT pursuant to Regulation 6(3)(c) of the SBEB Regulations and other applicable provisions, if any, approval of the Members be and is hereby accorded to the Board and/or the Nomination and Remuneration Committee to grant options under the Scheme, from time to time, to such eligible employees and directors (other than Independent Directors) of the Company's Holding Company, Subsidiary Company(ies) and Associate Company(ies) as may be determined eligible in accordance with the Scheme, within the overall Option Pool approved under Item No. 7 above, and in accordance with the terms of the Scheme and Applicable Laws.

RESOLVED FURTHER THAT the Board and/or the Nomination and Remuneration Committee be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

9. APPROVAL FOR GRANT OF OPTIONS TO IDENTIFIED EMPLOYEES EXCEEDING 1% OF ISSUED CAPITAL IN ANY ONE YEAR

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

"**RESOLVED THAT** pursuant to Regulation 6(3)(d) of the SBEB Regulations and other applicable provisions, if any, approval of the Members be and is hereby accorded to the Board and/or the Nomination and Remuneration Committee to grant options under the Scheme to any identified employee, during any one year, equal to or exceeding one per cent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant, within the overall Option Pool approved under Item No. 7 above, and in accordance with the terms of the Scheme and Applicable Laws. It is clarified that this resolution is an in-principle enabling approval and that, prior to any such grant being actually made, the Company shall obtain a further special resolution of the Members specifying the name of the identified employee and the number of options proposed to be granted, in terms of Regulation 6(3)(d) of the SBEB Regulations.
RESOLVED FURTHER THAT the Board and/or the Nomination and Remuneration Committee be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

By order of the Board of Directors
Sarveshwar Foods Limited

Place: Jammu
Date :05.09.2025

ANIL KUMAR
MANAGING DIRECTOR
DIN: 07417538

NOTES:

1. An explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto. Additional information, pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), in respect of the directors seeking appointment/re–appointment at the AGM, is furnished as **Annexures** to the Notice. The Directors have furnished consent/declaration for their appointment/re–appointment as required under the Companies Act, 2013 and the Rules thereunder.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 [FORTY-EIGHT] HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

3. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules,2014, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10 [ten] percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

4. Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

5. The Annual Report along with Notice of AGM will be sent to the members, whose names appear in the Register of Members/depositories as at close of business hours on **4th September 2026**

6. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the details to their DP in case the shares are held by them in electronic form and if a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be.

7.Institutional/corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body's resolution/authorization, etc., authorizing its representative to attend and vote at the AGM on its behalf or through remote e-voting. The said resolution/authorization shall 1.be sent to the Company through its registered e-mail address to investorrelations@sarveshwarrice.com.

8.Members attending the AGM physically shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9.The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice and explanatory statements will be available for inspection by the Members during the AGM. All documents referred to in this Notice will also be available for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM.

10.In line with the MCA Circulars and SEBI Circular, the Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agents (RTA)/Depositories. The Notice convening the AGM has been uploaded on the website of the Company at www.sarveshwarfoods.com and can also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively.

11.However, an option is available to the Members to continue to receive the physical copies of the documents/ Annual Reports by making a specific request quoting their Folio No./Client ID & DP ID to Company or to R & T Agents.

12.To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participant (DP).

13.Additionally, as per Regulation 36(1)(b) of the Listing Regulations, a letter providing the weblink of the Annual Report for FY 2025-26 will be sent to those shareholder(s) who have not registered their email address with the Company/ Depositories / Depository Participants / RTA.

14.The copies of Annual Reports shall also be made available at the venue of the Meeting.

15.**The Register of Members and Share Transfer Book of the Company shall remain closed from Thursday 24th, September, 2026 to Wednesday 30th September, 2026(both days inclusive).**

16.Members seeking to inspect the statutory registers, documents referred in the Notice and other documents required to be kept open for inspection under the Companies Act, 2013 may send an email to investorrelations@sarveshwarrice.com mentioning their name, DP ID and Client ID/Folio Number. The Company shall make suitable arrangements for inspection in accordance with the applicable provisions of the Companies Act, 2013. All documents referred in the accompanying Notice are open for inspection at the Registered Office [C1] [CS2] of the Company on all working days except Saturday & Sunday between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting. Members desirous of inspecting the aforesaid registers and documents may send an email request to investorrelations@sarveshwarrice.com.

17.SEBI through various circulars has made it mandatory for all the shareholders to update the KYC details such as updating of PAN, Address with pin code, Email Address, Mobile number, Bank Account details, Specimen Signature(s), Nomination of shares. Members who are holding shares in electronic i.e. Demat form are requested to contact their respective Depository Participants (DPs) for updating of these details.

18. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members (ROM) of the Company will be entitled to vote at the AGM

19.Members are requested to:

i. Intimate changes, if any, in their registered address at the earliest.

ii. Quote ledger folio nos. in all the correspondence with the Company and the Transfer Agent. In case shares are held in dematerialized mode, please quote the DP ID No. and client ID in all the correspondence.

iii. Bring the copy of the Annual Report and the Attendance Slip with them at the Annual General Meeting.

Members are requested to register/update their email addresses with their Depository Participant/RTA to receive communications electronically in accordance with the applicable MCA Circulars and SEBI Circulars, **M/s Bigshare Services Private Limited, Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093** for the purpose of service of documents under Section 20 of the Companies Act, 2013. The members are also requested to update their e-mail address in the Depository Account holding shares of the Company in dematerialized mode enabling the Registrar to consider the same.

20.The Annual General Meeting is being convened in compliance with the applicable provisions of the Companies Act, 2013 read with the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government.

21.Brief profile of the Directors to be re-appointed including nature of his expertise, names of companies in which he holds directorships and committee memberships, shareholding in the Company and relationships with other directors, etc., are provided in Annexures of this Notice.

22.VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of Companies Act, 2013, Rule 20 of the Companies(Management and Administration) Rules, 2014, as substituted by Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the Listing Regulations, the Company is pleased to provide members the facility to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Bigshare Services Private Limited . The Company has entered into an arrangement with Bigshare Services Private Limited for facilitating e-voting for AGM

The cut-off date to be eligible to vote by electronic means isWedneday, 23rd September 2026

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting as well as voting at the meeting through ballot. Any person, who acquires shares of the Company, becomes a member of the company after dispatch of the Notice and holding shares as of the cut-off date may follow the same procedure as mentioned for e-Voting.

23.The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the Physical AGM but shall not be entitled to cast their vote again.

i. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

The e-voting period for all items of business contained in this Notice shall commence from Sunday, 27th **September 2026 (09.00 A.M. IST) and will end on Thursday, 29th September, 2026 (5.00 p.m. IST).**

24.During this period, Equity Shareholders of the Company holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by Bigshare Services Private Limited for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently or cast vote again. The voting rights of Members shall be in proportion to their equity shareholding in the paid-up equity share capital of the Company as on cut-off date.

25.The Company has appointed an Independent Professional **SURESH KUMAR PILLAY**, Practicing Company Secretary as Scrutinizer to conduct the e-voting in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and make and shall submit a consolidated Scrutinizer's Report to the Chairman or any person authorized by him in writing, who shall countersign the same and declare the results forthwith.

26.The results along with Scrutinizer's report shall be placed on the website (i.e. www.sarveshwarfoods.com) of the Company and shall also be communicated to the Stock Exchanges.

Bigshare i-Vote E-Voting System

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

i.The voting period begins on Sunday, 27th September,2026 at 09:00 A.M. and ends on Tuesday, 29th Spetember,2026 at 05:00 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 Wednesday, 23rd Spetember 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

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

iii.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.

iv.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 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on 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. 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. 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.

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

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

o Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID as user id.**

o Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.**

o 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 "INFAVOUR", "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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO.

Item no 4: The Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 05th September, 2026 has, subject to the approval of members, approved the re-appointment of Mr. Mahadeep Singh Jamwal as Executive Director of the Company for a further period of 1 (One) year, (on expiry of his present term of office on 2nd March,2027) with effect from March 3, 2027 to March 2, 2028. He has immense knowledge and rich experience, which he has been contributing immensely in the growth of the Company ,accordingly approved his re-appointment, subject to the approval of the Members. Hence, approval of the members is sought for the re-appointment of Mr. Mahadeep Singh Jamwal as Executive Director of the Company for another term of 1 year from March 3, 2027 to March 2, 2028. All other terms and conditions of his appointment shall remain the same to the extent approved by the members of the Company. The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is annexed as **Annexure -2 to this notice.**

The Board recommends the passing of the Resolution at Item No. 4 as a Special Resolution. Except Mr. Mahadeep Singh Jamwal, none of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item no 5:

Dr. Pradeep Kumar Sharma (DIN: 06524014), was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, by the Board, effective **3rd September 2022, to hold office up to 2nd September 2027**. Mr. Sharma will be due for retirement from the first term as an independent director on 2nd September 2027. Board, after considering the performance of Dr. Pradeep Kumar Sharma (DIN: 06524014), during his first term of 1 (one) year and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board **his re-appointment for a further term of 1 (one) year.** The NRC has considered his diverse skills, leadership capabilities, expertise as being key requirements for this role. In view of the above, the Nomination and Remuneration Committee and the Board are of the view that he possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint him as an independent director. Based on the recommendation of the Nomination and Remuneration Committee, the Board, recommended the re-appointment of Dr. Pradeep Kumar Sharma (DIN: 06524014), as an independent director, for a further **term of 1 (One) year effective from 03 September 2027 till 2nd September 2028 (both days inclusive), not liable to retire by rotation.**

Dr. Pradeep Kumar Sharma (DIN: 06524014), fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations. The Company has received all statutory disclosures / declarations, including.

(i)Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules,

(ii)Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164 of the Act,

(iii)Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act read with Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 of the LODR Regulations, 2015 and,

(iv)Declaration pursuant to BSE Circular No. LIST/ COMP/14/2018-19 dated 20 June 2018, and NSE Circular No. NSE/ CML/2018/24 dated 20 June 2018 that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority, Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company.

In the considered opinion of the Board, Dr. Pradeep Kumar Sharma (Din: 06524014), fulfils the conditions specified in the Act, and Rules made thereunder and LODR Regulations for his re-appointment as an independent director of the Company and he is independent of the Management of the Company. Additionally, the Board observed that the distinguished background and expertise of Dr. Pradeep Kumar Sharma (DIN: 06524014), are congruent with the roles and competencies identified by the Nomination and Remuneration Committee, thereby confirming his eligibility for re-appointment as Independent Director for a futher term. The Board considers that the continued association of Dr. Pradeep Kumar Sharma (DIN: 06524014), would be of immense benefit to the Company and is desirable to continue to avail his services as an independent director. The resolution seeks the approval of members for the re-appointment of Dr. Pradeep Kumar Sharma (DIN: 06524014), as an independent director of the Company, for a Further term of 1 (one) year effective from 03 September 2027 till 2nd September 2028, (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

The other details of Dr. Pradeep Kumar Sharma (DIN: 06524014), in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 are given in **Annexure 3** to this Notice.

None of the Directors, Key Managerial Personnel or their relatives Dr. Pradeep Kumar Sharma (DIN: 06524014), is interested or concerned, financially or otherwise, in passing the proposed resolution. The Board recommends the resolution set forth in **item no.5** for the approval of members.

Item No. 6 : The Special Resolution contained in Item No. 6 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 22,25,00,000 (Twenty-Two crore Twenty-Five Lakh) Fully Convertible Warrants ('Warrants') carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant on preferential basis, at an issue price of Rs. 3.80/- aggregating to Rs.84,55,00,000/- (Rupees Eighty-Four Crores Fifty-Five Lakh only) for cash.

The proposed Preferential Issue is to be issued to the persons belonging to 'Promoter & Promoter Group' and 'Non-Promoter, Public Category' as per the details disclosed in respective resolutions. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on September 05, 2026.

The approval of the members is accordingly being sought by way of passing a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations for Item No. 6 of the Notice.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Company (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price

The Board of Directors at its meeting held on September 05, 2026 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to 22,25,00,000 (Twenty – Two Crores and Twenty- Five Lakhs Only) Fully Convertible Warrants ("Warrants") carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant to the persons belonging to "Promoter and Promoter group" and "Non-Promoter", Public Category", at an issue price of Rs. 3.80/- (Three Rupees and Eighty Paisa), for an aggregate amount of up to Rs. 84,55,00,000 (Rupees Eighty – Four Crores and Fifty- Five Lakhs Only), for cash on preferential basis.

II.Objects of the Preferential Issue

Objects of the proposed Fund Raising under separate head:
The Company intends to utilize the Gross Proceeds from this Preferential Issue towards the following objects:

1. To meet the Working Capital Requirements; and
2. General Corporate Purposes.

(collectively, referred to hereinafter as the "Objects")

Utilization of Gross Proceeds

The Company intends to utilize the Gross Proceeds from the proposed Preferential Issue towards the following objects:

1. Working Capital Requirements: For usage towards the working capital needs as part of maintaining or running the operating activities of the Company.

2. General Corporate Purposes: Up to 25% (Twenty Five Percent) of the Issue Proceeds may be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board or its Committee thereof from time to time, and/or any other general purposes in accordance with applicable laws.

S.no	Particulars	Total estimated amount to be utilized (₹ in lakhs) *
1	**Particulars**	7,200 Lakhs
2	**Particulars**	1,255 Lakhs
	Total	**8,455 Lakhs**

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

Schedule of Implementation and Deployment of Funds:

As estimated by our management, the entire proceeds received from the issue would be utilized during FY 2026-27, 2027-28 and 2028-2029.

Interim use of Gross Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have the flexibility to deploy the Gross Proceeds. Pending utilization of the Gross Proceeds for the purposes described above, our Company intends to and will deposit the Net Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934, as may be approved by our Board.

Though the requirement stipulated by BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue and appointment of a SEBI registered Credit Rating Agency as monitoring agency for monitoring the use of proceeds of such issues is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore.

III. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

Promoters of the Company are subscribing to the issue to the extent of number of warrants proposed to be issued, written against their names, as detailed in the following table:

S.NO.	Proposed Allotees	Category	No of Warrants
1	*Rohit Gupta*	*Promoter*	*80,000,000*

Except these warrants, promoters are not subscribing any other securities in the proposed issue. All other proposed allottees belongs to Non-Promoter and Public Category.

IV. The Shareholding Pattern of the issuer before and after the preferential issue.

Category	Pre-Issue Shareholding Structure		Warrants to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants) *	
	No. of shares	%		No. of shares	% *
A) Promoter Shareholding					
Indian					
a) Individuals & HUF	50,33,72,465	40.8705	8,00,00,000	58,33,72,465	40.12
b) Any Other Director or Directors Relatives	-	-	-	-	-
Sub Total (A)(1)	50,33,72,465	-	-	58,33,72,465	40.12
2)Foreign Promoters	-	-	-	-	-
Total Promoter Shareholding A=A1 +A2	50,33,72,465	40.8705	-	58,33,72,465	40.12
B) Public Shareholding					
B1) Institutional Investors	32,62,064	0.2649	4,25,00,000	4,57,62,064	03.15
B2) Central Govt./Stat Govt./POI	-	-	-	-	-
B3) Non-Institutional Investors					
Individuals	67,53,94,708 B	54.8376	5,00,00,000	72,53,94,708	49.88
Body Corporate	3,06,17,831	2.4860	3,00,00,000	6,06,17,831	4.17
Others (Including NRI, Clearing Members, HUF)	1,89,79,401	2	2,00,00,000	3,89,79,401	2.68
Total Public Shareholding B=B1+B2+ B3	72,82,54,004	59.1295	22,25,00,000	87,07,54,004	59.88
C) Non-Promoter - Non-Public	-	-	-	-	-
Grand Total (A+B+C)	**1,23,16,26,469**	**100**	**22,25,00,000**	**1,45,41,26,469**	**100**

**These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 1,45,41,26,469 (One Forty- Five Crore Forty- One Lakh Twenty Six Thousand Four Hundred Sixty -Nine only) divided into 1,45,41,26,469 (One Forty- Five Crore Forty- One Lakh Twenty Six Thousand Four Hundred Sixty -Nine only) Equity Shares of Re. 1/- (Rupee One Only) each.*

Notes:

(1) The pre-issue shareholding pattern is as on the latest BENPOS date i.e. September 05, 2026.
(2) Post shareholding structure may change depending upon any other corporate action in between.
(3) The above post issue shareholding pattern is presented, assuming full conversion of all the Warrants into equivalent number of equity shares of the Company.
(4) Dilution arising from the exercise of ESOPs has not been considered in determining the Post Issue Paid-up Capital calculated above. The ESOP Policy of the Company is subject to Shareholders Approval in the Annual General Meeting to be held on 30th September,2026. Further, no Employee Stock Options have been granted, exercised or converted into equity shares, and no securities have been issued or allotted pursuant to any ESOP scheme of the Company. Accordingly, there is no dilution arising from ESOPs that has been considered in the computation of the Post Issue Paid-up Capital at this stage

V. Proposed time limit within which the allotment shall be completed:

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of such resolution i.e. 30th September 2026 provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

VI. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person as of the date of this Notice.

VII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

S. No.	Name of the Proposed Allottees	Category	Name of Ultimate Beneficial Owner
1.	Rohit Gupta	Promoter	Not Applicable (Note 1)
2.	Krishan Goyal	Individual	Not Applicable (Note 1)
3.	Dipesh Mittal	Individual	Not Applicable (Note 1)
4.	Tripta	Individual	Not Applicable (Note 1)
5.	Nitin Goel	Individual	Not Applicable (Note 1)
6.	Sushila Devi	Individual	Not Applicable (Note 1)
7.	Sheetal Bindal	Individual	Not Applicable (Note 1)
8.	Sachin Kumar Mittal	Individual	Not Applicable (Note 1)
9.	Rattan Mittal	Individual	Not Applicable (Note 1)
10.	Nitin Jain	Individual	Not Applicable (Note 1)
11.	Sachin Kumar	Individual	Not Applicable (Note 1)
12.	Sandeep Mittal & Sons (HUF)	HUF	Sandeep Mittal
13.	Salasar Capital Invesco	Partnership Firm	Ms. Ruchi Mittal Mr. Gopal Das Goyal
14.	Nagendra Chauhan	Individual	Not Applicable (Note 1)
15.	Vaishali Sharma	Individual	Not Applicable (Note 1)
16.	Lalit Gupta	Individual	Not Applicable (Note 1)
17.	PMC Fincorp Limited	Public Listed Company	Not Applicable (Note 2)
18.	Bridge India Fund	FPI	Thomas Karsten Beute

(Note 1) being allottee is a natural person
(Note 2) being allottee is a listed entity

VIII. The percentage of post preferential issue capital that may be held by the allottee (s) and change in control, if any, in the issuer consequent to the preferential issue

Name	Pre-Issue Shareholding Structure		No. of Warrants To be Allotted	Post Equity Shareholding (Presuming full conversion of Warrants)	
	No. of shares	% of		No. of shares	%*
Rohit Gupta	503037872	40.84	8,00,00,000	583037872	40.09
Krishan Goyal	0	0	50,00,000	50,00,000	0.34
Dipesh Mittal	0	0	50,00,000	50,00,000	0.34
Tripta	0	0	25,00,000	25,00,000	0.17
Nitin Goel	0	0	50,00,000	50,00,000	0.34
Sushila Devi	0	0	50,00,000	50,00,000	0.34
Sheetal Bindal	0	0	50,00,000	50,00,000	0.34
Sachin Kumar Mittal	0	0	25,00,000	25,00,000	0.17
Rattan Mittal	0	0	50,00,000	50,00,000	0.34
Nitin Jain	0	0	50,00,000	50,00,000	0.34
Sachin Kumar	0	0	25,00,000	25,00,000	0.17
Sandeep Mittal & Sons (HUF)	0	0	50,00,000	50,00,000	0.34
Salasar Capital Invesco	0	0	1,50,00,000	1,50,00,000	1.03
Nagendra Chauhan	4,45,500	0.03	25,00,000	29,45,500	0.20
Vaishali Sharma	0	0	25,00,000	25,00,000	0.17
Lalit Gupta	0	0	25,00,000	25,00,000	0.17
PMC Fincorp Limited	0	0	3,00,00,000	3,00,00,000	2.06
Bridge India Fund	0	0	4,25,00,000	4,25,00,000	2.92

**These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 1,45,41,26,469 (One Forty- Five Crore Forty- One Lakh Twenty-Six Thousand Four Hundred Sixty -Nine only) divided into 1,45,41,26,469 (One Forty- Five Crore Forty- One *Lakh Twenty Six Thousand Four Hundred Sixty -Nine only) Equity Shares of Re. 1/- (Rupee One Only) each.*
**The above post issue shareholding pattern is presented, assuming full conversion of all the Warrants into equivalent number of equity shares of the Company.*
**Dilution arising from the exercise of ESOPs has not been considered in determining the Post Issue Paid-up Capital calculated above. The ESOP Policy of the Company is subject to Shareholders Approval in the Annual General Meeting to be held on 30th September,2026. Further, no Employee Stock Options have been granted, exercised or converted into equity shares, and no securities have been issued or allotted pursuant to any ESOP scheme of the Company. Accordingly, there is no dilution arising from ESOPs that has been considered in the computation of the Post Issue Paid-up Capital at this stage*

Thus, there will be no change in the control or management of the Company pursuant to the proposed preferential issue. However, voting rights will change in tandem with the shareholding pattern.

IX. Amount which the company intends to raise by way of such securities; Aggregate amount of up to Rs.84,55,00,000 (Rupees Eighty-four Crores and Fifty-Five Lakhs Only.

X. Name and address of valuer who performed valuation: CA RV Parushana Chhaje, TREU VALUATION SERVICES PRIVATE LIMITED, REGISTERED VALUERS' ENTITY (IBBI/RV-E/02/2023/181), 2nd Floor, Shree Gurudeo Tower, Above Shirpur Co-op Bank, Canada Corner, Nashik – 422 005, Maharashtra, India.

XI. Principal terms of Assets charged as securities: Not Applicable

XII. Material terms of raising such securities: The same has been disclosed in the respective resolution.

XIII, the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

XIV. Evaluation for consideration other than cash: Not Applicable

XV. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: An aggregate amount up to Rs.30.40 crore is proposed to be contributed by Mr. Rohit Gupta, Promoter of the Company as part of the Preferential Issue.

XVI. Lock-in Period:
(a) The warrants to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations
(b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

XVII. Issue price and Relevant Date:
In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 the Relevant Date has been reckoned as September 05 ,2026, for the purpose of computation of issue price of Warrants.

A)Basis on which the price has been arrived at, justification for the price (including premium, if any);

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited. The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and floor price has been determined in accordance with the SEBI ICDR Regulations. NSE being the stock exchange with highest trading volume during preceding 90 trading days has been considered for the purpose of price determination.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity Shares/ Convertible Warrants in preferential issue has to be calculated as under:

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

b.the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; **whichever is higher**.

In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the warrants may be issued computes to Rs. 3.69/- each.

B) Method of determination of price as per the Articles of Association of the Company – As per the Articles of Association of the Company the price of securities shall be determined by the valuation report of a registered valuer and accordingly the company has obtained the valuation report from **CA RV Parushana Chhaje TREU VALUATION SERVICES PRIVATE LIMITED, REGISTERED VALUERS' ENTITY (IBBI/RV-E/02/2023/181), 2nd Floor, Shree Gurudeo Tower, Above Shirpur Co-op Bank, Canada Corner, Nashik – 422 005, Maharashtra, India.**

The Management of the Company decided to issue these securities to be allotted on preferential basis to the proposed allottees at Rs. 3.80/- (Three Rupees Eighty Paisa only) as per the valuation report submitted by the said Registered Valuer. The said report is available on the website of the Company at https://sarveshwarfoods.com/investor.asp?id=15

XIX. Undertakings:

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable..
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange(s) for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation163(1)(h) is not applicable.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

XX. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower: Not Applicable.

XXI. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Name of the allottees	Current Status	Post Status
Rohit Gupta	Promoter	Promoter
Krishan Goyal	Non promoter, Public	Non Promoter, Public
Dipesh Mittal	Non promoter, Public	Non Promoter, Public
Tripta	Non promoter, Public	Non Promoter, Public
Nitin Goel	Non promoter, Public	Non Promoter, Public
Sushila Devi	Non promoter, Public	Non Promoter, Public
Sheetal Bindal	Non promoter, Public	Non Promoter, Public
Sachin Kumar Mittal	Non promoter, Public	Non Promoter, Public
Rattan Mittal	Non promoter, Public	Non Promoter, Public
Nitin Jain	Non promoter, Public	Non Promoter, Public
Sachin Kumar	Non promoter, Public	Non Promoter, Public
Sandeep Mittal & Sons (HUF)	Non promoter, Public	Non Promoter, Public
Salasar Capital Invesco	Non promoter, Public	Non Promoter, Public
Nagendra Chauhan	Non promoter, Public	Non Promoter, Public
Vaishali Sharma	Non promoter, Public	Non Promoter, Public
Lalit Gupta	Non promoter, Public	Non Promoter, Public
PMC Fincorp Limited	Non Promoter, Public	Non Promoter, Public
Bridge India Fund	Non Promoter, Public	Non Promoter, Public
Rattan Mittal	Non Promoter, Public	Non Promoter, Public

XXII. Practicing Company Secretary's Certificate:

The certificate from Dharmendra Bhaliya COP: 26448 , Practicing Company Secretaries, certifying that the preferential issue of Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website at the link: *https://sarveshwarfoods.com/investor.asp?id=15*

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

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no.6 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors recommends the resolutions as set out in Item No. 6 of this notice for the issue of Warrants on a preferential basis, to the proposed allottees by way of Special Resolution.

The details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November,2024 are provided in Annexure-4.

7 .Approval of Sarveshwar Foods Limited – Employees Stock Option Scheme 2026

The Company believes that its continued growth and long-term success depend significantly upon its ability to attract, retain, motivate and reward employees who contribute to the Company's growth and profitability. With a view to aligning the interests of employees with those of the shareholders and providing employees with an opportunity to participate in the long-term value creation of the Company, the Board, based on the recommendation and approval of the Nomination and Remuneration Committee ("NRC"), acting as the compensation committee of the Company in terms of Regulation 5 of the SBEB Regulations, has, at its meeting held on 5th day of September 2026, approved the Sarveshwar Foods Limited – Employees Stock Option Scheme 2026 ("Scheme"), subject to the approval of the Members.

The Scheme proposes to grant employee stock options to eligible employees of the Company and its Group Companies, which will entitle the Option Holders, upon vesting and exercise and subject to the terms and conditions of the Scheme, to subscribe to equity shares of the Company.
The Scheme is proposed to be implemented through the direct route. Accordingly, the Company itself will administer the Scheme and will issue fresh equity shares directly to the Option Holders upon valid exercise of vested options. No employee welfare trust is proposed to be constituted for implementation of the Scheme. This is consistent with the attached Scheme, which expressly provides for primary issuance by the Company and excludes the trust-route provisions relating to secondary acquisition.

In terms of Section 62(1)(b) of the Act, further shares may be issued to employees pursuant to an employees' stock option scheme subject to approval by the shareholders by way of a special resolution and compliance with the prescribed conditions. Further, Regulation 6(1) of the SBEB Regulations provides that no scheme shall be offered to employees unless the shareholders approve the same by way of a special resolution.

Accordingly, the Board recommends the resolution set out at Item No. 7 for approval by the Members as a Special Resolution.

8. Approval for Grant of Options to Employees and Directors of the Company's Holding, Subsidiary and Associate Company(ies)

Regulation 6(3)(c) of the SBEB Regulations requires a separate special resolution of the Members, distinct from the resolution approving the Scheme itself, before any option under the Scheme may be granted to eligible employees or directors (other than Independent Directors) of the Company's Holding Company, Subsidiary Company(ies) or Associate Company(ies). Since the Scheme, as set out in the salient features below, extends eligibility to employees and directors of Group Companies, the Board recommends that the Members separately approve this enabling authority at Item No. 2, so that the Company is not required to convene a fresh general meeting each time such a grant is proposed. Any grant made pursuant to this approval shall be within the overall Option Pool approved under Item No. 7 and shall otherwise be governed by the terms of the Scheme.

Accordingly, the Board recommends the resolution set out at Item No. 8 for approval by the Members as a Special Resolution.

9. Approval for Grant of Options to Identified Employees Exceeding 1% of Issued Capital in Any One Year

Regulation 6(3)(d) of the SBEB Regulations requires a separate special resolution of the Members, specifying the name of the employee and the number of options, before any option is granted under the Scheme to an identified employee where the grant to such employee, during any one year, is equal to or exceeds one per cent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant. As the identity of any such employee and the relevant quantum cannot be determined at this stage, the Board recommends that the Members separately approve an enabling authority at Item No. 3 as an in-principle approval. It is clarified that, in terms of Regulation 6(3)(d) of the SBEB Regulations, a further special resolution of the Members, specifying the name of the identified employee and the number of options proposed to be granted, will be sought before any such grant is actually made. Any grant made pursuant to this approval shall be within the overall Option Pool approved under Item No. 7, shall otherwise be governed by the terms of the Scheme, and the Company shall make the specific disclosures required under the SBEB Regulations at the time any such grant is actually made.
Accordingly, the Board recommends the resolution set out at Item No. 9 for approval by the Members as a Special Resolution.

Statement of interest of Directors/KMP (Section 102(1)(a) of the Act): Save and except to the extent of their respective shareholding in the Company, if any, and to the extent any Director (other than an Independent Director) or Key Managerial Personnel, or their respective relatives, may be considered an eligible “Employee” under the Scheme and may receive a grant of options in that capacity, none of the Directors, Key Managerial Personnel of the Company, or their respective relatives, is in any way, financially or otherwise, concerned or interested in the resolutions set out at Item Nos. 7,8 and 9 of the Notice. Independent Directors of the Company are not eligible to participate in the Scheme in terms of Regulation 9 of the SBEB Regulations, as set out in paragraph 4 of the salient features below. The Board recommends the resolutions set out at Item Nos. 7, 8 and 9 for approval by the Members.

A copy of the Scheme, together with the Register of Employee Stock Options and other relevant documents referred to in this Explanatory Statement, will be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting, and shall also be available for electronic inspection in the manner set out in the Notice.

The salient features of the Scheme, set out below, are common to and should be read together with Item Nos. 7, 8 and 9 above.

SALIENT FEATURES OF THE SCHEME

1. Brief description of the Scheme

The Scheme is titled “Sarveshwar Foods Limited – Employees Stock Option Scheme 2026” or “SFL–ESOS 2026”.
The Scheme is intended to attract, retain, motivate and reward employees and directors who contribute to the Company's growth, align their long-term interests with those of shareholders and create a greater sense of ownership and participation. These objectives are expressly reflected in Clause 3 of the attached Scheme.

2. Total number of options

Subject to approval of the Members, the maximum number of equity shares that may be issued pursuant to exercise of options under the Scheme shall not exceed 1,23,16,265 (One crore twenty-three lakh sixteen thousand two hundred sixty-five only) equity shares at a price equivalent to the face value of each such share or at such premium as may be determined by the NRC from time to time representing approximately 1% (one percent) of the fully diluted paid-up equity share capital of the Company as on the date of shareholder approval.

3. Classes of employees entitled to participate

Options may be granted to eligible “Employees” as defined in the Scheme, which includes permanent employees of the Company, directors other than Independent Directors, employees/directors of Group Companies and, subject to the specified statutory restriction, employees of an associate company.
The attached Scheme specifically incorporates the eligibility framework under Regulation 2(1) of the SBEB Regulations.

The appraisal process for determining the eligibility of employees, and the eligibility of each individual employee, will be determined by the NRC on the basis of the Company's performance appraisal system and having regard to factors including designation, seniority, length of service, performance, criticality of role and potential contribution.

Grants to employees and directors of the Company's Holding, Subsidiary and Associate Company(ies) are additionally subject to the Members' approval sought at Item No. 8 of the Notice.

4. Persons not eligible

In accordance with the Scheme and Regulation 9 of the SBEB Regulations, the following persons shall not ordinarily be eligible:

a)an employee who is a Promoter or belongs to the Promoter Group;
b)a director who, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, subject to the applicable statutory framework; and
c)an Independent Director.

5. Vesting requirements and vesting period

The options shall vest subject to the vesting conditions and vesting schedule determined by the NRC and specified in the relevant Grant Letter.

The Scheme provides for a minimum vesting period of one year from the Grant Date, consistent with Regulation 18 of the SBEB Regulations, subject to the statutory exceptions applicable to death and permanent incapacity.

The NRC may prescribe graded, cliff or performance-linked vesting, provided the statutory minimum vesting requirement is satisfied.

6. Maximum period within which options may vest

The vesting period for each grant will be determined by the NRC and specified in the relevant Grant Letter, subject to a maximum vesting period of 8 (Eight) years from the Grant Date.

7. Exercise price / pricing formula

The Exercise Price shall be determined by the NRC in accordance with the Scheme and Applicable Laws.

The attached Scheme presently provides that the Exercise Price may be at a discount to, at par with or at a premium to the Market Price on the Grant Date, subject to compliance with the Act, applicable accounting standards and the SBEB Regulations.

The actual Exercise Price applicable to each grant shall be specified in the relevant Grant Letter.

8. Exercise period and process of exercise

Vested options may be exercised by the Option Holder by submitting an exercise application accompanied by payment of the applicable Exercise Price and applicable taxes.

The Exercise Period for each grant shall be determined by the NRC and specified in the Grant Letter.

9. Lock-in period

There is no separate lock-in period proposed under the Scheme, except to the extent any lock-in or transfer restriction is imposed under Applicable Laws.

The options themselves are non-transferable, subject to the specific transmission provisions applicable upon death of an Option Holder.

10. Maximum number of options per employee and in aggregate

The aggregate number of options shall not exceed the Option Pool specified in paragraph 2 above.

The maximum number of options that may be granted to any single employee under the Scheme shall not exceed 24,63,253 (Twenty-four lakh sixty-three thousand two hundred and fifty-three rupees only) options (representing approximately 20% (twenty percent) of the Option Pool), and the number of options granted to any single employee in any one financial year shall not equal or exceed one per cent of the issued capital of the Company at the time of grant, save with the separate approval of the Members under Item No. 9 of the Notice, as set out below.

The maximum quantum of benefits that may accrue to an employee under the Scheme shall be the difference between the market price of the equity shares on the date of exercise and the Exercise Price, in respect of the options granted to such employee within the limits set out above.

Regulation 6(3)(d) of the SBEB Regulations requires a separate shareholder resolution, naming the employee and the quantum, where a proposed grant to an identified employee, in any one year, equals or exceeds 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant. The Members' approval sought at Item No. 9 of the Notice is an in-principle enabling authority for this purpose; a further name-specific special resolution of the Members will be sought before any such grant is actually made, and the specific disclosures required under the SBEB Regulations will in any event be made at the time any such grant is actually proposed.

11. Method of valuation

The Company shall account for the Scheme in accordance with applicable accounting standards, including Ind AS 102, where applicable.

The attached Scheme provides for fair-value accounting and the use of an appropriate option-pricing model, with the resulting employee compensation cost recognised over the vesting period in accordance with applicable accounting standards.

The Company shall conform to the accounting policies specified in Regulation 15 of the SBEB Regulations. As the Company will use the fair value method for accounting, the disclosure of the difference between the employee compensation cost computed using the intrinsic value method and the fair value method, and its impact on profits and earnings per share, is not applicable. As the Scheme is proposed to be implemented directly by the Company and not through a trust, the disclosures relating to secondary acquisition, loans to a trust and the maximum percentage of secondary acquisition are not applicable.

12. Conditions under which vested options may lapse

The Scheme provides for lapse of options in specified circumstances, including cessation of employment, termination for cause/misconduct and expiry of the applicable exercise period.

13. Exercise upon termination/resignation

The treatment of vested and unvested options upon cessation of employment will be governed by Clause 17 of the Scheme.

For termination other than for cause, the NRC will determine the treatment of the options on a fair and non-discriminatory basis. For retirement, the Scheme presently provides for continued vesting unless otherwise determined by the NRC.

14. Administration of the Scheme

The Scheme will be administered by the Nomination and Remuneration Committee constituted under Section 178 of the Act, Regulation 19 of the LODR Regulations and Regulation 5 of the SBEB Regulations

The NRC will determine employee eligibility, quantum of options, grant dates, vesting conditions, vesting schedule, Exercise Price, Exercise Period and other administrative matters within the framework approved by shareholders.

15. Direct implementation

The Scheme will be implemented directly by the Company and there will be no employee welfare trust.
All shares issued pursuant to exercise will be fresh primary equity shares issued under Section 62(1)(b) of the Act. No buy-back of specified securities is contemplated under the Scheme and, accordingly, the disclosure of the terms and conditions of buy-back of specified securities is not applicable.

16. Corporate actions

In the event of a bonus issue, rights issue, stock split, consolidation, merger, demerger, amalgamation, reduction of capital or other corporate action affecting the Company's equity share capital, the NRC may make appropriate adjustments to the number of options and/or Exercise Price in accordance with the Scheme and Applicable Laws.

The Scheme further provides for certification of the fairness and reasonableness of such adjustment and disclosure to the stock exchanges where required.

17. Rights of Option Holders

An Option Holder will not have voting rights or dividend rights merely by virtue of holding options. Such rights arise only after valid exercise of the options and allotment of the underlying equity shares.
Upon allotment, the equity shares will rank pari-passu with the existing equity shares, subject to the terms of the Scheme and Applicable Laws.

18. Amendment of the Scheme

The Scheme may be amended, modified, suspended or terminated only in accordance with Applicable Laws.

Any amendment which is not in the interest of employees or which falls within the circumstances requiring shareholder approval under Regulation 12 of the SBEB Regulations will require fresh approval by the Members.

The attached Scheme specifically provides for shareholder approval for matters such as increase in the Option Pool, extension of the Exercise Period beyond what has been disclosed to shareholders and certain repricing/variation matters.

19. Listing of shares

The equity shares allotted upon exercise of vested options shall be listed on the stock exchanges on which the existing equity shares of the Company are listed, subject to the applicable regulatory requirements.

The Scheme specifically requires the Company to take the necessary steps for listing of such shares.

20. Other material terms

The grant of options does not create any right to continued employment. Options are personal to the Option Holder and are generally non-transferable.
Exercise is also subject to compliance with the Company's Insider Trading Code and applicable restrictions on dealing in securities. The Scheme expressly provides that options shall not be granted during a period when the trading window is closed.

ANNEXURE – 1

Name	Anil Kumar
Date of Birth	10-07-1977
DIN	07417538
Nationality	Indian
Date of first appointment on the Board	28-01-2016
Qualification	Graduation
Experience and Expertise	He has over two decades of experience in purchase and sale of paddy and rice. With excellent strategic Leadership skills, he is associated with the company for quite long and has invested constant efforts in stirring all company's operations, people and ventures in order to maintain and grow business.
Directorship held in other Companies (excluding foreign Companies, Private Companies and Section 8 Companies)	Sarveshwar overseas Limited Himalayan Bio Organic Foods Limited
Chairmanship/ Membership of Committees in other Companies (only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered)	Sarveshwar Foods Limited – Audit Committee – Member Sarveshwar Overseas Limited – Audit Committee – Member Himalayan Bio Organic Foods Limited – Audit Committee – Member Himalayan Bio Organic Foods Limited – Stakeholders Relationship Committee – Member
Relationship with other directors, manager and other key managerial personnel of the Company	Mr. Anil Kumar is not related with other directors, manager and other Key Managerial Personnel of the company
No. of shares held	6000
Number of meetings attended during the year	9
Terms & conditions of appointment/re-appointment	The details have been provided in the resolution forming part of this notice.
Remuneration sought to be paid and remuneration last drawn	₹20.00 lacs

ANNEXURE – 2

Name	Mahadeep Singh Jamwal
DIN	09106268
Nationality	Indian
Date of first appointment on the Board	03/03/2021
Qualification	Graduate
Experience and Expertise	Mr. Mahadeep Singh Jamwal, Executive Director (Corporate Affairs of the Company) hails from Jammu & Kashmir with professional ground as an ex - Superintendent of Police, serving in the Jammu Kashmir Police Department for 36 years in various capacities and ranks from Investigations, Law Order, Insurgency, as Academics and in prime agency for a decade dealing with corruption and miss- use of power "Jammu and Kashmir State Vigilance Commission". His post-retirement engagements include Security Officer to Jammu Kashmir Bank, freelance editorial writer for various newspapers published from Jammu Kashmir and has established in the society as a social activist and holding President of 'Senior Citizens' Club a registered organization that is especially working towards uplift and empowering folk. He is a man of wits, vision, and compassion with leadership qualities to enhance governing system i.e. the combination of rules, processes and laws by which businesses are operated, regulated and controlled in the corporate world.
Directorship held in other Companies (excluding foreign Companies, Private Companies and Section 8 Companies)	-
Chairmanship/ Membership of Committees in other Companies (only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered)	-
Relationship with other directors, manager and other key managerial personnel of the Company	Mr. Mahadeep Singh Jamwal is not related with other directors, manager and other Key Managerial Personnel of the company
No. of shares held	Nil
Number of meetings attended during the year	5
Terms & conditions of appointment/re-appointment	Mr. Mahadeep Singh Jamwal is proposed to be re-appointed as an Executive Director of the Company for a further period of One year commencing from 03 March 2027 to 02 March 2028, upon completion of his existing term of office. The re-appointment shall be subject to the approval of the Members of the Company and other applicable provisions of the Companies Act, 2013 and rules made thereunder.
Remuneration sought to be paid and remuneration last drawn	₹14.40 lacs

ANNEXURE – 3

Name	Dr. Pradeep Kumar Sharma
Date of Birth	11-01-1955
DIN	06524014
Nationality	Indian
Date of first appointment on the Board	03/09/2022
Qualification	Ph.D.
Experience and Expertise	He has held prestigious positions such as **Vice Chancellor of Sher-e-Kashmir University of Agricultural Sciences & Technology, Jammu**, and **Assistant Director General (Education), ICAR, New Delhi.** Dr. Sharma has served as **Chief Scientist (Water Management)** and **Dean of Agriculture and Home Science** at reputed national agricultural universities. He has also served as **Officer on Special Duty to the Vice Chancellor** and **Dean of Postgraduate Studies** at multiple institutions.
Directorship held in other Companies (excluding foreign Companies, Private Companies and Section 8 Companies)	NIL
Chairmanship/ Membership of Committees in other Companies (only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered)	NIL
Relationship with other directors, manager and other key managerial personnel of the Company	Mr. Sharma is not related with other directors, manager and other Key Managerial Personnel of the company
No. of shares held	NIL
Number of meetings attended during the year	5
Terms & conditions of appointment/re-appointment	As per Item No.5 of the Notice of this meeting read with explanatory statement, he is proposed to be re-appointed as Independent Director of the Company for a period of 1 (One) years from 03 September 2027 till 2nd September 2028.
Remuneration sought to be paid and remuneration last drawn	Sitting fees only

ANNEXURE – 7

Details of Sarveshwar Foods Limited – Employees Stock Option Scheme 2026 ("SFL-ESOS 2026"):

Brief details of options granted	The SFL-ESOS 2026 contemplates grant of Employee Stock Options to eligible employees (including whole-time and non-executive directors, but excluding independent directors, promoters, members of the promoter group and any director who, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company) of the Company and its holding, subsidiary and associate company(ies), in accordance with the eligibility criteria prescribed under the Scheme and the applicable provisions of the SBEB & SE Regulations. The Scheme will be administered by the Nomination and Remuneration Committee of the Company, which shall act as the compensation committee for the purposes of the SBEB & SE Regulations.
Whether the scheme is in terms of SEBI (SBEB) Regulations, 2021 (if applicable)	Yes, the SFL-ESOS 2026 has been formulated in accordance with Section 62(1)(b) of the Companies Act, 2013 and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations").
Total number of shares covered by these options	The maximum number of options under the Scheme shall be 1,23,16,265 (One crore twenty-three lakh sixteen thousand two hundred sixty-five only), each exercisable into one equity share, representing approximately 1% (one percent) of the fully diluted paid-up equity share capital of the Company. The maximum number of options grantable to any single eligible employee shall not exceed 24,63,253 (Twenty-four lakh sixty-three thousand two hundred and fifty-three only) options (representing approximately 20% of the Option Pool), and in no case equal to or exceed 1% of the issued equity share capital of the Company at the time of grant in any one year, save with the separate approval of the members by way of special resolution under Regulation 6(3)(d) of the SBEB & SE Regulations.
Pricing formula	The Exercise Price shall be such price as may be determined by the Nomination and Remuneration Committee and/or the Board at the time of each grant in accordance with the Scheme, which may be at a discount to, at par with, or at a premium to the market price of the equity shares on the date of grant, but shall not be lower than the face value of the equity shares.
Options vested	Not applicable at this stage.
Time within which option may be exercised	The Options granted under the Scheme shall vest over a minimum period of one year and a maximum period of eight years from the date of grant, in accordance with Regulation 18 of the SBEB & SE Regulations. The Vested Options may be exercised during the term of employment of the Option Grantee, as set out in the Scheme.

Options Exercised	Not applicable at this stage.
Money realized by exercise of options	Not applicable at this stage.
Options lapsed	Not applicable at this stage.
Variation of terms of options	Any variation of the terms of the Scheme shall be subject to the applicable provisions of the SFL-ESOS 2026, the SBEB & SE Regulations, and, where required, the approval of the members of the Company by way of a special resolution.
Brief details of significant terms	1. The Scheme is proposed to be implemented through the direct primary issuance route, by way of fresh allotment of equity shares by the Company; no secondary acquisition of shares and no constitution of an employee benefit/ESOP trust is contemplated. 2. The equity shares allotted upon exercise of the options will be listed on BSE Limited and National Stock Exchange of India Limited, subject to receipt of in-principle approval under Regulation 28 of the Listing Regulations and compliance with Regulation 10 of the SBEB & SE Regulations. 3. The Nomination and Remuneration Committee shall administer the Scheme and shall act as the Compensation Committee for the purposes of the SBEB & SE Regulations.
Total number of shares arising as a result of exercise of options	1 (One) equity share, for each single Option exercised under the SFL-ESOS 2026 from time to time.
Subsequent changes/cancellation/exercise of such Options	Not applicable at this stage.
Diluted earnings per share pursuant to issue of equity shares on exercise of Options	Not applicable at this stage.

** all defined terms above under this disclosure are as per SFL-ESOS 2026*

ROUTE MAP OF AGM VENUE

EASY ROUTE | CLEAR DIRECTION | SEE YOU THERE

DRIVE SAFE | REACH TOGETHER | FOR A BETTER TOMORROW

SARVESHWAR FOODS LIMITED
REGD. OFF: SARVESHWAR HOUSE, BELOW GUMMAT, JAMMU (J&K)-180001
CIN: L15312JK2004PLC002444
Ph: - 01914524399 Email: investorrelations@sarveshwarrice.com

ATTENDANCE SLIP

Serial No: ____________

Registered Folio/ DP ID & Client ID		
Name and Address of the Shareholder(s)		
Joint Holder 1 Joint Holder 2		
No. of Shares held		

I/We hereby record my/our presence at the Annual General Meeting of the Company being held on Wednesday, September 30, 2026 at 12:00 Noon at Country Inn & Suites, by Radisson, Opposite Bahu Plaza Complex, Gandhi Nagar Extension, Jammu J& K -180004, India.

Signature of the Shareholder/Proxy/Authorized Representative: ____________________

Please fill in the attendance slip and hand it over at the entrance of the meeting hall. Please bring your copy of the annual report for reference at the Meeting.

JV ....

ELECTRONIC VOTING PARTICULARS

The Company is providing facility for remote e-voting (i.e. voting from a place other than venue of Annual General Meeting) and the business as set out in the notice of Annual General Meeting (AGM) may be transacted by the members through such voting. The remote e-voting facility is provided through e-voting platform of Bigshare Services Private Limited .

EVEN (E-VOTING EVENT NUMBER)	User ID	Password
1453		

SARVESHWAR FOODS LIMITED
REGD. OFF: SARVESHWAR HOUSE, BELOW GUMMAT, JAMMU (J&K)-180001
CIN: L15312JK2004PLC002444
Ph: - 01914524399 Email: investorrelations@sarveshwarrice.com

PROXY FORM
MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the member(s)	
Registered address	
E-mail ID	
Folio No/Client ID	
DP ID	

I/We, being the member(s) of..shares of the above-named company, hereby appoint

1. Name	
E-mail ID	
Address	
Signature	

Or failing her/him

2. Name	
E-mail ID	
Address	
Signature	

Or failing her/him

3. Name	
E-mail ID	
Address	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of the Company, to be held on Wednesday, 30th September, 2026 at 12.00 Noon at Country Inn & Suites, by Radisson, Opposite Bahu Plaza Complex, Gandhi Nagar Extension, Jammu J& K -180004, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
1	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2026 and Statement of Profit and Loss for the year ended on that date, together with the Reports of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place Mr. Anil Kumar (DIN: 07417538) ,who retires by rotation and being eligible to offer himself for re-appointment.		
3	To appoint a Director in place of Mr. Mahadeep Singh Jamwal (DIN: 09106268), who retires by rotation and being eligible to offer himself for re-appointment.		
4	Re-appointment of Mr. Mahadeep Singh Jamwal (DIN: 09106268) as Executive Director of The Company on completion of five years.		
5	To re-appoint Dr. Pradeep Kumar Sharma (DIN: 06524014) as an independent director		
6	Preferential Allotment of up to 22,25,00,000 (twenty -two crore twenty-five lakh) fully convertible warrants to the Persons belonging to Promoter and Promoter Group and Non-Promoter Public Category:		
7	Approval of Sarveshwar Foods Limited – Employees Stock Option Scheme 2026		
8	Approval for Grant of Options to Employees and Directors of The Company's Holding, Subsidiary and Associate Company (Ies).		
9	Approval for grant of options to identified employees exceeding 1% of issued capital in any one year.		

Signed this _______________ day of _____________________ 2026.

Affix a Rs. 1/- Revenue Stamp

Signature of Share Holder

Signature of Proxy Holder's

NOTES:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company, not less than 48 hours before the commencement of the meeting.

2. A Proxy need not be a member of the Company.

3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

4. This is only optional. Please put a "X" in the appropriate column against the resolutions indicated in the Box. If you leave the "FOR or "Against" column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.