

NOTICE OF THE 41ST ANNUAL GENERAL MEETING

SABRIMALA INDUSTRIES INDIA LIMITED

CIN: L74110DL1984PLC018467 || Registered Office: 109-A (First Floor),
Surya Kiran Building, 19, Kasturba Gandhi Marg, Connaught Place, New Delhi – 110001 ||
Website: Sabrimala.co.in || E-mail: cs@sabrimala.co.in || Mobile No: 8595956904

To
All the Members,
Auditors of the Sabrimala Industries India Limited

NOTICE IS HEREBY GIVEN THAT FORTY FIRST (41ST) ANNUAL GENERAL MEETING OF SABRIMALA INDUSTRIES INDIA LIMITED WILL BE HELD ON WEDNESDAY, 24TH DAY OF SEPTEMBER, 2023 AT 11:30 A.M. THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1. To Receive, Consider and Adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Auditors thereon.**

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

"RESOLVED THAT the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 along with the Auditors Report thereon as circulated to the members with the notice of Annual General Meeting be and are hereby considered and adopted.

- 2. To consider and appoint Directors in place of Mr. Tapan Gupta, Whole-Time Director (DIN: 08880267), who retires by rotation and being eligible offers herself for reappointment.**

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Tapan Gupta, Whole-Time Director (DIN: 08880267), who retires by rotation and being willing and eligible, and who has offered himself for re-appointment, be and is hereby re-appointed as Whole-time Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

- 3. To appoint M/s. RSH & Associates, Company Secretaries Firm (Peer review No. P2016DE057700) as the Secretarial Auditors of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or reenactment thereof for the time being in force) and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Board of Directors of the Company, M/s. RSH & Associates, Company Secretaries Firm (Peer review No.

P2016DE057700) be and are hereby appointed as the Secretarial Auditors of the Company, for the first term of 5 (five) consecutive years to hold office from the conclusion of the 41st Annual General Meeting (AGM) until the conclusion of the 46th AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any duly authorized Committee thereof or person(s) authorized by the Board) and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid resolution."

4. To re-appoint Mr. Surender Babbar (DIN: 08891337) as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s)

or amendment(s) thereto or re-enactment(s) thereof for the time being in force), as amended, and as recommended by the Nomination and Remuneration Committee and the Board of Directors, the approval of members of the Company be and is hereby accorded to reappoint Mr. Surinder Babbar (DIN: 08891337) as an Independent Director, who is eligible for being re-appointed as an Independent Director, not liable to retire by rotation, to hold office for a second term of 5 (five) years commencing from 29th September, 2025 to 28th September, 2030 (both days inclusive) at such on such terms and conditions as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT any Director and Company Secretary be and are hereby authorised severally to take such steps and to do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to the aforesaid resolutions."

By the Order of the Board of Directors

Sd/-
CS Swati Goel
Company Secretary and Compliance Officer
Membership No: A33556

Date: 12th August, 2025
Place: New Delhi

NOTES:

1. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013 (the Act) in respect of business set out under item no. 3 and 4 of the accompanying Notice is annexed herewith.
2. As required in terms of Secretarial Standard - 2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information (including profile and expertise in specific functional areas) pertaining to Directors recommended for appointment / reappointment in the AGM have been provided in the "Annexure" to the Notice. The Director has furnished the requisite consent/ declarations for re-appointment as required under the Companies Act, 2013 and the Rules thereunder and as per the SEBI (LODR) Regulations.
3. The Ministry of Corporate Affairs (MCA) has, vide its Circular nos. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022, 10/2022, 09/2024 and the Securities and Exchange Board of India (SEBI) vide its Circular nos. SEBI/ HO/ CFD/ CMD1/ CIR/P/2020/79, SEBI/ HO/ CFD/ CMD2/ CIR/ P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/ HO/ CFD/ PoD - 2/ P/ CIR/ 2023/ 4, SEBI/HO/CFD/CFD - PoD - 2/ P/ CIR/ 2023/ 167 and SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 (hereinafter collectively referred to as "the Circulars") permitted the holding of the Annual General Meeting (AGM) through video conferencing (VC) / other audio visual means (OAVM). Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/ OAVM. The deemed venue for AGM shall be the registered office of the company, i.e. 109-A (First Floor), Surya Kiran Building, 19, Kasturba Gandhi Marg, Connaught Place, Central Delhi, New Delhi - 110001.
4. Pursuant to the Circulars issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint Authorized Representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/ Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer at cshanda.associates@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com
6. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013.
7. In line with the aforesaid Circulars, the Notice of AGM along with Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice and Annual Report 2024-25 has been uploaded on the website of the Company at www.sabrimala.co.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com
8. The Register of members and share transfer books of the Company will remain closed from 19th September, 2025 to 24th September, 2025 (both days inclusive) for the purpose of Annual General Meeting.
9. Shareholders seeking any information with regard to the accounts are requested to write to the Company at least 05 days before the meeting so as to enable the management to keep the information ready.
10. To support the "Green Initiative", all Members holding shares in physical form are requested to notify/register their email ID and bank account details with the Registrar & Transfer Agent (RTA) of the Company i.e. Skyline Financial Services Pvt. Ltd. In addition, members holding shares in the demat form are requested to contact their respective Depository Participant and register their email ID and bank account for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as; name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - For shares held in electronic form: to their Depository Participants (DPs).
 - For shares held in physical form: to the Company/ Registrar and Transfer Agents (RTA) in KYC forms i.e. ISR-1 and ISR-2 and prescribed in the SEBI Circular No. SEBI/HO/ MIRSD/ MIRSD - PoD-1/P/CIR/2023/ 37 dated 16th March, 2023 (Format of the said forms are available on the website of the Company).
12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated 7th May, 2024 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website and on the website of the Company's RTA, Skyline Financial Services Pvt. Ltd. at <https://www.skylinerta.com/index.php>. It may be noted that any service request can be processed only after the folio is KYC Compliant. After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. If the shareholders fail to submit the dematerialization request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation.
13. As per Regulation 40 of SEBI Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Registrars and Transfer Agents (RTA) of the Company i.e. Skyline Financial Services Pvt. Ltd. by raising their request on their website through their link <https://www.skylinerta.com> for assistance in this regard.
14. 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. If any 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. The said forms can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
15. SEBI vide Circular Nos. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated 31st July, 2023, and SEBI/HO/ OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 4th August, 2023, read with Master Circular No. SEBI/HO/ OIAE/ OIAE_IAD-1/P/CIR/2023/145 dated 31st July, 2023 (updated as on 11th August, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.
16. Pursuant to abovementioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.
17. SEBI has mandated the furnishing of Permanent Account Number (PAN) linked with Aadhaar by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository

Participant with whom they are maintaining their demat accounts and members holding shares in physical form to the Company/ RTA.

18. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
19. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice of the 41st Annual General Meeting. The Registered Office of the company will be deemed to be the venue of the AGM.
20. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoter/ Promoter Group, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.
21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
22. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been

uploaded on the website of the Company at www.sabrimala.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. helpdesk.evoting@cdslindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on Sunday, September 21, 2025 (9.00 A.M.) and ends on Tuesday, September 23, 2025 (5.00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 18th September, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote in the meeting.
- 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 are http://web.cdslindia.com/myeasi/home/login/ or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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://evoting.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on http://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as

	<p>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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login	<p>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</p>

through their Depository Participants (DP)	after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

1) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- A. The shareholders should log on to the e-voting website www.evotingindia.com.
- B. Click on "Shareholders" module.
- C. Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- D. Next enter the Image Verification as displayed and Click on Login.
- E. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- F. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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- 2) After entering these details appropriately, click on **"SUBMIT"** tab.
- 3) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 4) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 5) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 6) On the voting page, you will see **"RESOLUTION DESCRIPTION"** and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 7) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.
- 8) After selecting the resolution, you have decided to vote on, click on **"SUBMIT"**. A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK"**, else

to change your vote, click on **"CANCEL"** and accordingly modify your vote.

- 9) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- 10) You can also take a print of the votes cast by clicking on **"Click here to print"** option on the Voting page.
- 11) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 12) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (*i.e. other than Individuals, HUF, NRI etc.*) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney

(POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@sabrimala.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / I-Pads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Future, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

Resolution No. 3 – To appoint M/s. RSH & Associates (Peer review No. P2016DE057700) as the Secretarial Auditors of the Company.

Section 204 of the Companies Act, 2013 mandates listed entities to annex with its Board's report a Secretarial Audit report, given by a Company Secretary in Practice in form MR-3. Further, SEBI vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated 12th December, 2024 amended the provisions of Regulation 24A. As per the same SEBI has mandated the listed companies to appoint a firm of Practicing Company Secretaries which has been subjected to a peer review by the Institute of Company Secretaries of India (ICSI) as Secretarial Auditor for a term of five consecutive years and may be re-appointed for another term of 5 (five) years. The appointment of Secretarial Auditor is to be approved by the shareholders in the Annual General Meeting on the basis of the recommendation of the Board of Directors.

Keeping in view the above amendments, the Board of Directors of the Company (the Board), at its meeting held on 26th May, 2025, considering the credentials of the firm and partners and eligibility criteria prescribed under the Act, has approved and recommended to the Members of the Company, the appointment of M/s. RSH & Associates as Secretarial Auditors of the Company from F.Y. 2025-26 till F.Y. 2029-30. The proposed appointment is for a term of 5 (five) consecutive years from the conclusion of 41st AGM till the conclusion of the 46th AGM.

The Company has received written consent from M/s. RSH & Associates and a certificate that they satisfy the criteria provided under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. RSH & Associates has confirmed that they hold a valid certificate issued by the Peer Review Board of ICSI.

The Board of Directors of your Company recommends the Resolution set out at Item No. 3 for the approval of the Members as an Ordinary Resolution. Further, none of the Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Ordinary Resolution set out at Item No. 3 of this notice, except to the extent of their respective shareholding, if any, in the Company.

Resolution No. 4 – To re-appoint Mr. Surinder Babbar (DIN: 08891337) as an Independent Director of the Company.

In terms of the provisions of Section 149 of the Companies Act, 2013 and Rules framed thereunder, Mr. Surinder Babbar was appointed as the Independent Director of the Company by the Members of the Company for five (5) Years, in its 36th Annual General Meeting held on 15th December, 2020. Accordingly, his term of appointment will be concluded on 28th September, 2025.

The Nomination and Remuneration Committee and Board in its Meeting held on 12th August, 2025 evaluated the performance of Mr. Surinder Babbar for his existing term and considering his knowledge, expertise, experience, and contributions during his first term, approved the reappointment of Mr. Surinder Babbar as the Independent Director of the Company for the second term of 5 (Five) years i.e., from 29th September, 2025, to 28th September, 2030 (both days

inclusive) not liable to retire by rotation, subject to the approval of members at this General Meeting.

Mr. Surinder Babbar has submitted the consent for his reappointment as an Independent Director. Further, the Company has received declarations from Mr. Surinder Babbar that he continues to meet the criteria of Independence prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended.

Also, as per confirmations received from him, he is not disqualified from being reappointed as Director in terms of Section 164 of the Companies Act, 2013. Mr. Surinder Babbar has confirmed that he has registered himself in the database for Independent Directors.

Mr. Surinder Babbar has also confirmed 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 his duties.

Mr. Surinder Babbar is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Mr. Surinder Babbar is the chairman of the Nomination and Remuneration Committee

and Audit Committee. Further, he also a member of the Stakeholder Relationship Committee. Mr. Surinder Babbar has more than Twenty-Three (23) years of experience post CA Qualification in the area of Finance, Accounting and Taxation. Considering Mr. Surinder Babbar's rich experience, the Board recommends obtaining approval of the Members as a Special Resolution for reappointment of Mr. Surinder Babbar as an Independent Director of the Company.

A brief profile and other disclosures, as required under the provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section II of Part II of Schedule V to the Companies Act, 2013 and the corresponding rules and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are provided in the Annexure I forming part of this Notice.

The Board of Directors of your Company recommends the Resolution set out at Item No. 4 for the approval of the Members as a Special Resolution Except for Mr. Surinder Babbar, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No. 4 of this notice, except to the extent of their respective shareholding, if any, in the Company.

Annexure-I

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

S. No.	Particulars	Mr. Tapan Gupta	Mr. Surinder Babbar
1.	Director Identification Number (DIN)	08880267	08891337
2.	Date of Birth	20/02/1980	27/10/1976
3.	Age	45	48
4.	Direct/indirect relationship with the Company and/or other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil
5.	Qualification	He is Bachelor of Commerce having experience in the Finance & Accounts Department. He has around 21 years of experience in the relevant field.	He is Bachelor of Commerce and Chartered Accountant having 23 Years of experience in Banking, Finance, Accounting and Taxation.
6.	Skills and capabilities required for the role and the manner in which the Directors meet the requirements	He has developed advanced expertise in financial management, budgeting, accounting operations, financial reporting, and audit compliance. His extensive background spans various sectors, enabling him to deliver strategic financial planning, optimize processes, and ensure regulatory adherence. He is skilled at analyzing complex financial data, leading cross-functional teams, and implementing robust accounting systems to support organizational growth and efficiency.	As mentioned in the explanatory statement to item no. 4
7.	Date of First Appointment	15/09/2020	29/09/2020
8.	Shareholding including shareholding as a beneficial owner in the Company	Nil	Nil

9.	Details of other directorships Membership/ chairmanship of committees of the boards of other Company	Nil	Other Directorships and Membership: 1. Vallabh Textiles Company Limited
10.	Chairmanships/Memberships of the Committees of other public limited companies as on 31st March, 2025	Not Applicable	Chairmanships/Memberships of the Committees of Vallabh Textiles Company Limited as on 31 st March, 2025
	a) Audit Committee	-	Member
	b) Stakeholders' Grievance Committee	-	-
	c) Nomination and Remuneration Committee	-	Member
	d) CSR Committee	-	-
	e) Other Committee(s)	-	Independent Director Committee: Member
11.	Name of listed entities from which the person has resigned in the past three years	Not Applicable	Not Applicable
12.	No. of Meetings of Board of Directors attended during the financial year 2024-25	Six (6)	Six (6)
13.	Remuneration sought to be paid	Nil	Nil
14.	Remuneration last drawn (For the financial year 2024- 2025)	Nil	Nil
15.	Terms and conditions of appointment/reappointment/remuneration	Executive Director in Whole time Director and Chief Financial Officer capacity. Liable to retire by rotation. Other Terms and Conditions – available on the website of the Company i.e. www.Sabrimala.co.in in Nomination and Remuneration Policy of the Company.	Director in Non-Executive Independent capacity. Not liable to retire by rotation. Term of appointment w.e.f. 29 th September, 2025 to 28 th September, 2030. Other Terms and Conditions – available on the website of the Company i.e. www.sabrimala.co.in