



Registered Office: 810, X-Change Plaza, DSCCSL (53E), Block 53, Zone 5, Gift City,
Gandhinagar-382355; Corporate Office: "SIHL House", Opp. Ambawadi Jain Temple, Nr.
Nehrunagar Cross Road, Ahmedabad-380015 Tel: 079- 4107 2222 Website: www.sihl.in
CIN: U67120GJ1994PLC023257

**NOTICE OF 31ST ANNUAL GENERAL MEETING
OF**

SHAH INVESTOR'S HOME LIMITED

Dear Members,

You are cordially invited to attend the 31st Annual General Meeting of the Members of Shah Investor's Home Limited ("the Company") to be held on Monday, 29th September 2025 at 4:00 P.M through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in accordance with the relevant Circulars issued by the Ministry Of Corporate Affairs to transact the following businesses:/ Corporate Office of the Company at SIHL House, Opp. Ambawadi Jain Temple, Nehru Nagar Cross Road, Ahmedabad -380015

ORDINARY BUSINESS:

Item No. 1: To receive, consider and adopt the Audited Standalone Financial Statements including Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Board of Directors and Auditors thereon.

Item No. 2: To re-appoint Mr. Upendra Trikamlal Shah (DIN: 00023057) who retire by rotation and being eligible offers herself for re-appointment.

Item No. 3: To re-appoint Mrs. Trupti Utpal Shah (DIN: 02342717) who retire by rotation and being eligible offers herself for re-appointment.

Item No. 4: To recommend for declaration of Final Dividend on Equity Shares subject to approval of Members in Annual General Meeting.

SPECIAL BUSINESS:

ITEM NO. 5: REGULARIZATION OF MR. DARSHAN BHARATBHAI PATEL (DIN-08708073) AS INDEPENDENT DIRECTOR OF THE COMPANY

Accordingly, the following resolution is proposed to be passed by the shareholders as a Special Resolution:

Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161(1) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of Members of the Company is be and hereby accorded that Mr. Darshan Bharatbhai Patel (DIN-08708073) who was appointed as Additional Independent Director on 28th January 2025 by Board of Directors and pursuant to the recommendations of Nomination & Remuneration Committee be and is hereby appointed as Independent Director of the Company for the term of 5 consecutive years up to 28th January 2030.

"RESOLVED FURTHER THAT any Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

ITEM NO. 6: REGULARIZATION OF MR. BHUSHAN CHELARAM PUNANI (DIN-00119874) AS INDEPENDENT DIRECTOR OF THE COMPANY

Accordingly, the following resolution is proposed to be passed by the shareholders as a Special Resolution:



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Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161(1) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of Members of the Company is be and hereby accorded that Mr. Bhushan Chelaram Punani (DIN-00119874) who was appointed as Additional Independent Director on 12th February 2025 by Board of Directors and pursuant to the recommendations of Nomination & Remuneration Committee be and is hereby appointed as Independent Director of the Company for the term of 5 consecutive years up to 28th February 2030.

"RESOLVED FURTHER THAT any Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

ITEM NO. 7: REGULARIZATION OF MR. ABHINAV MAHESH KAPADIA (DIN-07889492) AS INDEPENDENT DIRECTOR OF THE COMPANY

Accordingly, the following resolution is proposed to be passed by the shareholders as a Special Resolution:

Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161(1) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of Members of the Company is be and hereby accorded that Mr. Abhinav Mahesh Kapadia (Din-07889492) who was appointed as Additional Independent Director on 28th May 2025 by Board of Directors and pursuant to the recommendations of Nomination & Remuneration Committee be and is hereby appointed as Independent Director of the Company for the term of 5 consecutive years up to 28th May 2030.

"RESOLVED FURTHER THAT any Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

ITEM NO. 8: ALTERATION IN MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY

The Company proposes to alter its Main Object Clause of the Memorandum of Association (MOA) in accordance with the provisions of the Companies Act, 2013 to align with the format prescribed under the Act and to include business activities under its Main Object Clause.

Accordingly, the following resolution is proposed to be passed by the shareholders as a Special Resolution:

Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to any approvals, consents, permissions and sanctions as may be necessary, consent of the members be and is hereby agreed by board of directors of the company, subject to the approval of the Members of the Company be and is hereby accorded for effecting alterations in the existing Main Objects Clause of the Memorandum of Association ("MOA") of the Company in the following manner:

Clause III(A) "The Objects to be pursued by the Company on its incorporation are" be altered by addition of new subclause 7 and 8 after sub-clause 6, as under



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7. "To engage in the business of margin trading, including but not limited to providing margin funding and related financial facilities to clients for trading in securities, commodities, derivatives, and other permissible financial instruments, subject at all times to compliance with the applicable laws, rules, regulations, guidelines, and directions issued by the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), stock exchanges, and any other competent authority, as amended from time to time and may engage into all incidental and ancillary activities for achievement of the main business."

8. "To act as a settlor, sponsor, and Investment Manager to the Alternative Investment Funds and to engage in such other activities relating to the Alternative Investment Fund business as permitted under the applicable laws in India and/or outside India and to undertake and carry on the business of raising or acquiring funds, investing, advising, and managing funds, pools of capital, including but not limited to alternative investment funds, offshore funds, pension funds, provident funds, insurance funds, or any other funds and to act as investment managers, consultants, investment advisors, administrators, agents, or representatives of or for all said funds formed or established in India or elsewhere by the Company (in accordance with the applicable law) as may be relevant in this regard and any other related activities. The Company will be entitled to commence and run any other business (whether or not incidental) as it may be deemed expedient and as may be permitted by law and may engage into all incidental and ancillary activities for achievement of the main business."

"RESOLVED FURTHER THAT the revised draft of the Memorandum of Association, as placed before the meeting and initialled by the Chairman for the purpose of identification, be and is hereby approved and adopted in substitution of the existing Memorandum of Association of the Company."

"RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary and Compliance Officer be and are hereby severally authorised to take all necessary steps for giving effect to this resolution including filing of necessary forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary, proper, or expedient in this regard."

ITEM NO.-9: TO APPROVAL FOR ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY.

The Company proposes to alter its Articles of Association (AoA) to align with the provisions of the Companies Act, 2013 and applicable SEBI regulations, in view of its proposed Initial Public Offering (IPO) and listing of equity shares. Accordingly, the following resolution is proposed to be passed by the shareholders as a **Special Resolution**:

Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 5, 14, and 15 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and such other applicable laws and regulations, the draft Articles of Association, as placed before the meeting and initialled by the Chairman for the purpose of identification, be and are hereby approved and adopted in substitution for, and to the exclusion of, the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary and Compliance Officer be and are hereby severally authorized to take all such steps and actions, including filing of necessary forms and returns with the Registrar of Companies and such other authorities, and to execute, sign and file all necessary documents, papers and forms as may be required to give effect to this resolution, and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution."



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ITEM 10: TO INCREASING THE BORROWING POWERS OF THE BOARD UNDER SECTION 180(1)(C) OF COMPANIES ACT 2013

To consider and approve the proposal for increasing the borrowing powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013. And in this regard to consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

Accordingly, the following **special resolution** is proposed for the approval of the shareholders:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members be and is hereby accorded to increase the borrowing limits of the Board of Directors of the Company from ₹150,00,00,000 (Rupees One Hundred Fifty Crore only) to ₹250,00,00,000 (Rupees Two Hundred Fifty Crore only), apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business."

"RESOLVED FURTHER THAT any of the directors of the Company be and are hereby authorized to do all such acts, deeds, matters, and things, and to take all such steps as may be necessary, including filing of requisite forms with the Registrar of Companies (ROC), to give effect to this resolution."

ITEM 11: INCREASE IN LIMITS OF LOANS AND INVESTMENTS UNDER SECTION 186 UNDER COMPANIES ACT 2013

To consider and approve the proposal for increasing the limits of loans, guarantees, and investments under Section 186 of the Companies Act, 2013 from ₹80 crore to ₹150 crore, and recommend the same for shareholders' approval by way of a special resolution.

Accordingly, the following special resolution is proposed for the approval of the shareholders:

"RESOLVED THAT, pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the approval of the members of the Company, consent be and is hereby accorded to the Board of Directors to:

- give any loan to any person or body corporate;
- give any guarantee or provide security in connection with a loan to any person or body corporate; and
- acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

in excess of the limits prescribed under Section 186(2) of the Companies Act, 2013, up to an aggregate amount not exceeding ₹150,00,00,000 (Rupees One Hundred Fifty Crore only) at any point of time."

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to do all such acts, deeds, matters, and things, as may be necessary, expedient, or desirable to give effect to this resolution, including convening the General Meeting of shareholders, filing necessary forms with the Registrar of Companies, and informing all concerned authorities."

ITEM 12: TO CONSIDER AND APPROVE CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS UNDER SECTION 180 (1) (A) OF COMPANIES ACT, 2013 -

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of Members is be and hereby accorded to Board of



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Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, tangible or intangible, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favor of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Ordinary Shares/ 'A' Ordinary Shares and/ or rupee/foreign currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed **Rs. 250 Crores (Rupees Two hundred Fifty Crores only)** or the aggregate of the paid up capital and free reserves of the Company, whichever is higher."

"RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties"

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

By Order of the Board of Directors

Tanmay Upendra Shah
Chief Financial officer and Managing Director
DIN: 00023067

Place: Ahmedabad
Date: 06.09.2025

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NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in 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 atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Act, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialised form, who have not registered their email addresses with Depository Participant(s), are requested to register/update their email addresses with their Depository Participant(s).
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), as revised with effect from April 01, 2024, read with Clarification/Guidance on applicability of Secretarial Standards 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
7. The name of the RTA changed from "Link Intime India Private Limited" to "MUFG Intime India Private Limited" with effect from December 31, 2024, upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation. For more information about the RTA, please visit their website at www.in.mpgms.mufg.com.



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8. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto;
 9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. Monday , September 29, 2025. Members seeking to inspect such documents can send an email to company.secretary@sihl.in.
 10. The Company is providing VC / OAVM facility to its members to attend the AGM
 11. Process and manner for Members opting for voting through Electronic means:
 12. i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.
 13. ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday , September 22, 2025, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 14. iii. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Monday , September 22, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
 15. iv. The remote e-voting will commence on Friday, September 26, 2025 and will end on 5:00 P.M. on Sunday September 28, 2025. During this period, the Members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. Monday , September 22, 2025 may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
 16. v. Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
 - vii. The Company has appointed Nimesh Shah and associates, Practising Company Secretaries (Membership No. FCS: 8602; CP No: 7600), to act as the Scrutiniser for remote e-voting as well as the e-voting on the date of the AGM, in a fair and transparent manner.
 17. The procedure and instructions for remote e-voting are, as follows:

The remote e-voting period begins on Wednesday, September 24, 2025 at 9.00 a.m. and will end on Friday, September 26, 2025 at 5.00 p.m. (IST). The remote e-voting module shall be disabled by RTA for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. on Friday, September 19, 2025 may cast their vote



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electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday , September 19, 2025.

Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

18. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sihl.in in the section of Investors relation. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
19. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
20. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.
21. The dividend approved by the members at the AGM will be paid within a week from the conclusion of the AGM, to the members whose names appear on the Company's Register of members as on the Record Date, and in respect of the shares held in dematerialised mode, to the members whose names are furnished by NSDL and CDSL as beneficial owners as on that date.

The Company has fixed Monday, September 15, 2025 as the "Record Date" for the purpose of determining the members eligible to receive dividend for the financial year 2024-25.

Members are requested to register / update their complete bank details with their Depository Participant(s), if shares are held in dematerialised mode, by submitting forms and documents as may be required by the Depository Participant(s). Payment of dividend shall be made through electronic mode to those members, holding shares in dematerialised mode, who have updated their bank account details.

As per the Master circular dated May 7, 2024 issued by SEBI, payment of dividend to members holding shares in physical mode shall only be made electronically. Such payment shall be made only after they have furnished their Permanent Account Number, Contact Details (Postal Address, Mobile Number and E-mail), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company / MUFG Intime India Private Limited. In this regard the Company had sent letters, emails and SMSes to its members for furnishing the required details. Please refer to SEBI FAQs by accessing the link: https://www.sebi.gov.in/sebi_data/faqfiles/jul-2025/1752726453064.pdf (FAQ No. 47 & 48)

22. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2017-18, from time to time, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Details of dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.



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The details of unpaid and unclaimed dividends lying with the Company as on March 31, 2025 are uploaded on the website of the Company and can be accessed through the link www.sihl.in dividend-shares. Adhering to the various requirements set out in the

Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2024-25, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e., September 25, 2025. Details of shares so far transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: [https:// www.sihl.in](https://www.sihl.in) dividend-shares.

The said details have also been uploaded on the website of the IEPF Authority and can be accessed through the link: www.iepf.gov.in. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority.

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

Step 1 : Access through Depositories CDSL 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 Friday, September 26, 2025 and will end on 5:00 P.M. on Sunday September 28, 2025. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday , September 22, 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 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.

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

- (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.

Pursuant to above said Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL** 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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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, 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 cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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. 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.
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.



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	<p>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</p> <p>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</p> <p>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. 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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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 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.</p>

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 21 09911



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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 : 022 - 4886 7000 and 022 - 2499 7000
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Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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



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recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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.



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- 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; (designated email address by company) , 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 THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/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.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads 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 atleast **7 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 **7 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 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the 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



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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 or contact at toll free no. 1800 21 09911

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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.



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

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 5 to 15 of the accompanying Notice.

Item No.-5: REGULARIZATION OF MR. DARSHAN BHARATBHAI PATEL (DIN-08708073) AS INDEPENDENT DIRECTOR OF THE COMPANY

Board through resolution passed in meeting held on 28th January, 2025 pursuant to the recommendations of Nomination & Remuneration Committee, has appointed Mr. Darshan Bharatbhai Patel as Additional Independent Director of the Company up to Ensuing Annual General Meeting.

The Board through Resolution passed in meeting held on 05th September, 2025 and pursuant to the recommendations of Nomination & Remuneration Committee, recommended regularization of Mr. Darshan Bharatbhai Patel and to be appointed as Non Executive-Independent Director, subject to the approval of Members of the Company.

Mr. Darshan Bharatbhai Patel possesses the requisite knowledge, experience and skills for the position of the Director. He has given his consent for the proposed appointment.

Mr. Darshan Bharatbhai Patel has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014.

Mr. Darshan Bharatbhai Patel will not be entitled for any remuneration as per the Company policy for Non Executive Directors except sitting fees for attending Board Meetings.

The Board hereby seeks approval of Members for regularization and appointment of Mr. Darshan Bharatbhai Patel by passing Ordinary Resolution.

Brief Profile: Mr. Darshan Patel is a practising Chartered Accountant, Insolvency Professional, Certified Arbitrator and a Registered valuer (SFA)(IBBI).

He has **more than 25 years of experience as a partner of CA firm** in the field of Corporate Audits, Direct and Indirect Tax, Companies Act, Contract Act, Prevention of Money Laundering Act, Government Audits, Project Financing, Audit of District Banks etc. The firm has the privilege of auditing Reserve Bank of India - Ahmedabad region and among others few names are ACML, ECGC Ltd, MMTC Ltd , SSNNL, GSPC-LNG, Fortune Hotel, Shreyas Foundation.

As a registered business valuer, he has served to **India's prestigious groups like Reliance Industries Limited and Nirma Limited**. The valuation of Intellectual property rights, start-ups, merger and acquisitions, Buyback and New issue of shares, Private Equity investments are few of the areas where he is providing valuation services.

As an insolvency professional, he has a **fantastic track record of outstanding recovery to the creditors**. He is a regular blogger on the subjects of IBC Code and Valuations.

He owns a Copy Right for his thesis "Guide to IPO at Top Global Stock Exchanges for Mining Companies" – which is awarded by Government of India, copy right office in the year 2022.

He has worked as a committee member at IPR and Legal Committee of GCCI for 3 years. He is providing honorary services at Shree Kotyark Khadayata Samiti which is a temple of IstaDev of entire Khadayta Vaishnav Samaj.



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As a hobby he is a singer and as a sports enthusiast, **he is a marathoner** and has successfully completed 3 Full Marathons including Tata Mumbai Marathon 2019.

ITEM 6: REGULARIZATION OF MR. BHUSHAN CHELARAM PUNANI (DIN-00119874) AS INDEPENDENT DIRECTOR OF THE COMPANY

Board through resolution passed in meeting held on 12th February, 2025 pursuant to the recommendations of Nomination & Remuneration Committee, has appointed Mr. Bhushan Chelaram Punani as Additional Independent Director of the Company up to Ensuing Annual General Meeting.

The Board through Resolution passed in meeting held on 05th September, 2025 and pursuant to the recommendations of Nomination & Remuneration Committee, recommended regularization of Mr. Bhushan Chelaram Punani and to be appointed as Non Executive-Independent Director, subject to the approval of Members of the Company.

Mr. Bhushan Chelaram Punani possesses the requisite knowledge, experience and skills for the position of the Director. He has given his consent for the proposed appointment.

Mr. Bhushan Chelaram Punani has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014.

Mr. Bhushan Chelaram Punani will not be entitled for any remuneration as per the Company policy for Non Executive Directors except sitting fees for attending Board Meetings.

The Board hereby seeks approval of Members for regularization and appointment of Mr. Bhushan Chelaram Punani by passing Ordinary Resolution.

Brief Profile: Mr. Bhushan Punani has an impressive academic background, holding a Post Graduate Diploma (SPA) from the Indian Institute of Management, Ahmedabad, an LLB and Ph.D. from Gujarat University, and a Certificate Course in Vocational Rehabilitation from Haifa University. He was awarded a Gold Medal by the National Dairy Research Institute, Karnal upon his graduation.

Currently, he serves as General Secretary for the Blind People's Association (India), a leading disability development NGO. Previously, he held the position of Vice President for the International Council for the Education of People with Visual Impairment.

Mr. Punani has contributed significantly to disability development in India, serving on the Board of numerous National-level Government Institutes. He has also been a member of prestigious entities under the Department of Empowerment of Persons with Disabilities, including the Steering Committee of the Planning Committee, Central Advisory Board on Disability Development, Advisory Commission of Election Commission of India, Law Drafting Committee, Award Committee, NGO Grant Committee, and National Awareness Committee. He has also been involved with the Rehabilitation Council of India and the National Trust.

His outstanding work has been recognized with numerous awards, including the International Leadership Award, Helen Keller Award, National Accessibility Award, and Singhania Leadership Award, the last two conferred by the Honorable President of India.

ITEM 7: REGULARIZATION OF MR. ABHINAV MAHESH KAPADIA (DIN-07889492) AS INDEPENDENT DIRECTOR OF THE COMPANY

Board through resolution passed in meeting held on 28th May, 2025 pursuant to the recommendations of Nomination & Remuneration Committee, has appointed Mr. Abhinav Mahesh Kapadia as Additional Independent Director of the



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Company up to Ensuing Annual General Meeting.

The Board through Resolution passed in meeting held on 05th September, 2025 and pursuant to the recommendations of Nomination & Remuneration Committee, recommended regularization of Mr. Abhinav Mahesh Kapadia and to be appointed as Non Executive-Independent Director, subject to the approval of Members of the Company.

Mr. Abhinav Mahesh Kapadia possesses the requisite knowledge, experience and skills for the position of the Director. He has given his consent for the proposed appointment.

Mr. Abhinav Mahesh Kapadia has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014.

Mr. Abhinav Mahesh Kapadia will not be entitled for any remuneration as per the Company policy for Non Executive Directors except sitting fees for attending Board Meetings.

The Board hereby seeks approval of Members for regularization and appointment of Mr. Abhinav Mahesh Kapadia by passing Ordinary Resolution.

Brief Profile: Mr. Abhinav Kapadia is an MBA (Finance) and a Member of the Institute of Company Secretaries of India, with over 20 years of experience in Finance & Accounts. He is currently the Chief Finance Officer at Pandit Deendayal Energy University (PDEU), and also serves as Director of the PDEU Innovation and Incubation Center (PDEU IIC). He is a member of the Startup and IPR Committees at the Gujarat Chamber of Commerce & Industry (GCCCI).

Expertise:

- Corporate Finance, Fundraising, Forex, Taxation, SEBI & RBI Compliance
- Strategic leadership of financial operations in education & innovation ecosystems
- Development and financial oversight of advanced tech centers (Additive Manufacturing, Solar, AI, Biofuel, Energy Storage)

Key Roles & Achievements:

- CFO at PDEU since 2014, overseeing finance for a 8000+ student university
- Director at PDEU IIC, leading incubation of 200+ startups, 160+ IPR filings, and enabling ₹30 Cr+ in startup funding
- Played a key role in PDEU IIC being recognized as a NIDHI-TBI and Gujarat Govt. Nodal Institute
- Actively mentors startups in Waste Recycling, Renewable Energy, Biotech, Health Tech, and BIPV

ITEM 8: ALTERATION IN MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY.

The Board of Directors, during its meeting held on September 05, 2025, reviewed the company's business expansion strategies and acknowledged the full execution of existing activities outlined in Ancillary Objects in MOA. In light of this, The Board has approved the amendment in the Main Objects clause of the MOA of the Company, subject to approval of the shareholders of the Company. The alteration in the existing Main Objects Clause of the Memorandum of Association ("MOA") of the Company in the following manner:

Clause III(A) "The Objects to be pursued by the Company on its incorporation are" be altered by addition of new subclause 7 and 8 after sub-clause 6, as under

7. "To engage in the business of margin trading, including but not limited to providing margin funding and related



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financial facilities to clients for trading in securities, commodities, derivatives, and other permissible financial instruments, subject at all times to compliance with the applicable laws, rules, regulations, guidelines, and directions issued by the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), stock exchanges, and any other competent authority, as amended from time to time and may engage into all incidental and ancillary activities for achievement of the main business."

8. "To act as a settlor, sponsor, and Investment Manager to the Alternative Investment Funds and to engage in such other activities relating to the Alternative Investment Fund business as permitted under the applicable laws in India and/or outside India and to undertake and carry on the business of raising or acquiring funds, investing, advising, and managing funds, pools of capital, including but not limited to alternative investment funds, offshore funds, pension funds, provident funds, insurance funds, or any other funds and to act as investment managers, consultants, investment advisors, administrators, agents, or representatives of or for all said funds formed or established in India or elsewhere by the Company (in accordance with the applicable law) as may be relevant in this regard and any other related activities. The Company will be entitled to commence and run any other business (whether or not incidental) as it may be deemed expedient and as may be permitted by law and may engage into all incidental and ancillary activities for achievement of the main business."

Your directors recommend the proposed special resolution for your consideration, as a result of the amendment to Clause III(A) of the Memorandum's Main Object Clause, we expect a significant enhancement in our business and growth of the Company.

The draft of the revised MOA is available for inspection by the shareholders at the registered office of the Company during normal business hours on any working day (except Saturdays, Sundays, and public holidays) up to the date of the Annual General Meeting, and will also be available for inspection during the meeting.

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

ITEM NO.-9: TO APPROVAL FOR ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

The Company is currently an unlisted public company. In preparation for a proposed Initial Public Offering (IPO) and subsequent listing of its equity shares on stock exchange(s), it is essential for the Company to amend and adopt a new set of Articles of Association ("AoA") to align with the requirements applicable to a listed public company.

The existing AoA were adopted based on the provisions applicable to an unlisted company and do not contain several clauses required for a listed entity, such as provisions relating to electronic voting, appointment of independent directors, formation of board committees, dematerialization of shares, and compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable SEBI regulations.

In view of the above, the Board of Directors has approved the adoption of a new set of Articles of Association in substitution of the existing AoA, which reflects the revised governance framework and statutory requirements that would apply post-listing. These changes will facilitate better corporate governance and regulatory compliance, and ensure a smooth transition of the Company into a listed public company.

The draft of the new Articles of Association is available for inspection by the shareholders at the registered office of the Company during business hours on any working day (excluding Saturdays, Sundays, and public holidays) up to the date of the Extra-Ordinary General Meeting and will also be available for inspection during the meeting.

The Board of Directors recommends the resolution for the approval of the shareholders by way of a **Special Resolution**, as required under Section 14 of the Companies Act, 2013.

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



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any.

A copy of the draft letter for the Alteration of Articles of Association of the Company is available for inspection by the members during normal business hours on working days.

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

The Board recommends the resolution set forth in Item no.1 for the approval of the members as Special resolution.

ITEM 10: TO CONSIDER AND APPROVE THE PROPOSAL FOR INCREASING THE BORROWING POWERS OF THE BOARD OF DIRECTORS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

The provisions of Section 180(1)(c) of the Companies Act, 2013 require the Board of Directors of a company to obtain the consent of the shareholders by way of a Special Resolution to borrow money, where the aggregate amount of such borrowings (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceeds the aggregate of the paid-up share capital, free reserves and securities premium of the company.

The shareholders of the Company had earlier approved a borrowing limit of ₹150 crore. Considering the Company's future business plans, potential growth, and financing requirements, the Board of Directors at its meeting held on [Insert Board Meeting Date] has approved, subject to the approval of the shareholders, the proposal to increase the overall borrowing limits from ₹150 crore to ₹250 crore.

This enhanced limit is considered necessary to support the Company's strategic initiatives, working capital needs, and general corporate purposes, including capital expenditure and expansion plans.

Accordingly, the approval of the members is sought by way of a Special Resolution under Section 180(1)(c) of the Companies Act, 2013, authorizing the Board of Directors to borrow such sums as may be necessary for the business of the Company, up to a maximum of ₹250 crore, excluding temporary loans obtained from the Company's bankers in the ordinary course of business.

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

The Board recommends the resolution set out in Item No. 4 to be passed as a **Special Resolution**.

ITEM 11: TO INCREASE IN LIMITS OF LOANS AND INVESTMENTS BY COMPANY (UNDER SECTION 186 OF COMPANIES ACT 2013)

The shareholders are informed that under Section 186 of the Companies Act, 2013, the Company is required to obtain prior approval of the shareholders by way of a special resolution for giving loans, guarantees, providing security, or making investments exceeding prescribed limits. Currently, the limit prescribed under Section 186(2) is ₹80 crore. Considering the Company's growing business needs and strategic expansion plans, the Board of Directors proposes to increase the limit for loans, guarantees, and investments to ₹150 crore.

This increase will enable the Company to effectively meet its financial commitments and investment opportunities without frequent approvals.

Accordingly, the Board recommends the resolution set out at Item No. 6 for approval by the shareholders as a **Special Resolution**.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested in this resolution except to the extent of their shareholding, if any.



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Nehrunagar Cross Road, Ahmedabad-380015 Tel: 079- 4107 2222 Website: www.sihl.in
CIN: U67120GJ1994PLC023257

The Board recommends the resolution set out at Item No. 6 of the Notice for approval of the shareholders

ITEM 12: TO CONSIDER AND APPROVE THE PROPOSAL FOR INCREASING THE BORROWING POWERS OF THE BOARD OF DIRECTORS UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013

In accordance with the provisions of Section 180 (1) (a) of the Companies Act, 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, maybe deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the members of the Company by way of a Special Resolution. Therefore, it is proposed to pass this enabling resolution to authorize the Company to create a charge or mortgage on the assets or properties of the Company for an amount not exceeding **Rs. 250 Crores** thereof, in excess of the aggregate of the paid-up capital of the Company and its free reserves.

The Board now seeks Members approval by passing **Special Resolution**. None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution.

ANNEXURE-1

Details of Director seeking Appointment/ Re-appointment

(Pursuant to Clause 1.2.5 of SS - 2 - Secretarial Standard on General Meetings)

Name of the Director	MR. DARSHAN BHARATBHAI PATEL	MR. BHUSHAN CHELARAM PUNANI	MR. ABHINAV MAHESH KAPADIA
DIN	08708073	00119874	07889492
D.O.B & Age	17/10/1976 (48 years)	03/01/1954 (71 years)	21/02/1980 (45 years)
Nationality	India	India	India
Date of appointment	28/01/2025	12/02/2025	28/05/2025
Qualifications	CA & IP	LLB & Ph.D	CS & MBA
Experience and Expertise	<p>Mr. Darshan Patel has over 25 years of professional experience. As a partner in a reputed CA firm, he has led engagements in Corporate Audits, Direct & Indirect Taxation, Companies Act compliance, PMLA, Government Audits, and Project Financing. His firm has audited key institutions including the Reserve Bank of India (Ahmedabad), ACML, ECGC Ltd, MMTC Ltd, SSNNL, and GSPC-LNG. As a Registered Valuer, he has worked with top corporates like Reliance Industries and Nirma Ltd., offering valuation services in areas such as IPRs, start-ups, M&A, PE investments, and share buybacks. As an Insolvency Professional, he has achieved notable recoveries for creditors and is an active blogger on IBC and valuation topics. He holds a Government of India copyright for his thesis, "<i>Guide to IPO at Top Global Stock Exchanges for Mining Companies</i>" (2022), and has served on the IPR & Legal Committee of GCCI.</p>	<p>Mr. Bhushan Punani is a distinguished expert in disability development with a strong academic foundation, including a Post Graduate Diploma from IIM Ahmedabad, an LLB and Ph.D. from Gujarat University, and a certification from Haifa University in Vocational Rehabilitation. He currently serves as the General Secretary of the Blind People's Association (India) and formerly held the position of Vice President of the International Council for the Education of People with Visual Impairment. He has played a pivotal role in shaping national disability policies through his service on key government bodies, including the Planning Commission's Steering Committee, the Central Advisory Board on Disability, and various committees under the Department of Empowerment of Persons with Disabilities. His contributions extend to the Rehabilitation Council of India and the</p>	<p>Shri Abhinav Kapadia is an MBA (Finance) and a Member of the Institute of Company Secretaries of India, with over 20 years of experience in Finance & Accounts. He is currently the Chief Finance Officer at Pandit Deendayal Energy University (PDEU), and also serves as Director of the PDEU Innovation and Incubation Center (PDEU IIC). He is a member of the Startup and IPR Committees at the Gujarat Chamber of Commerce & Industry (GCCCI)</p>



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	He also contributes to community service through Shree Kotyark Khadayata Samiti.	National Trust. Mr. Punani's work has earned him numerous prestigious honors, including the International Leadership Award, Helen Keller Award, National Accessibility Award, and the Singhanian Leadership Award, with the latter two presented by the President of India.	
Number of Meetings of the Board attended during the year	02 out of 11	01 out of 11	00 out of 11
Shareholding in SIHL	N.A	N.A	N.A
List of Directorship / Membership / Chairmanship of Committees of other Board	1. Saksham Insolvency Resolution LLP	1. Gujarat Tea Processors And Packers Limited 2. Torchit Electronics Private Limited 3. Harsha Engineers International Limited	1. PDEU Innovation And Incubation Centre
Terms and Conditions of appointment/re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	T&C : As set out in Appointment Letter Remuneration sought to be paid: Sitting Fee of Rs. 7000/- Per meeting Last Remuneration Drawn: 7000/-	T&C : As set out in Appointment Letter Remuneration sought to be paid: Sitting Fee of Rs. 7000/- Per meeting Last Remuneration Drawn: 7000/-	T&C : As set out in Appointment Letter Remuneration sought to be paid: Sitting Fee of Rs. 7000/- Per meeting Last Remuneration drawn: 7000/-
Relationship with other Directors	No	No	No