## NOTICE

**NOTICE** is hereby given that the **Extra-Ordinary General Meeting** of the members of **Sanmit Infra Limited** will be held on Wednesday, 18TH March, 2026 at 01:00 p.m. through Video Conferencing / Other Audio Visual Means (VC/OAVM) to transact the following businesses:

**SPECIAL BUSINESS:**

1. **CONSOLIDATION IN FACE VALUE OF EQUITY SHARES OF THE COMPANY:**

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

   **"RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and all other applicable provisions of the Companies Act,2013 ("the Act"), Companies (Share Capital and Debentures) Rules, 2014 ("the Rules"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and the provisions of the Memorandum and Articles of Association of the Company and subject to approval of the shareholders allowing consolidation in face value of shares and subject to other applicable approval(s), sanction(s) of the statutory or regulatory authorities, as may be required in this regard, consent of the members of the Company be and is hereby accorded for consolidation of the entire authorised, issued, subscribed and paid-up equity shares in the share capital of the Company by increasing the nominal value of the equity shares from ₹1/- (Rupees One only) each to ₹ 10/- (Rupees Ten only) each so that every 10 (Ten) equity shares with nominal value of ₹1/- (Rupees One only) each held by a member are consolidated and redesignated into 1 (one) equity share with nominal value of ₹10/- (Rupees Ten only) each fully paid up on such date as may be fixed by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred by the Board) for this purpose (hereinafter referred to as "Record Date").

   **RESOLVED FURTHER THAT** upon consolidation of 10 (Ten) Equity Shares of ₹1/- (Rupee One Only) each into 1 (One) Equity Share of ₹ 10/- (Rupees Ten Only) each the Board shall not issue any certificate or coupon in respect of such fractional shares. However, the total number of Equity Shares constituting such fractions shall be transferred to a person or persons authorised by the Board / Audit Committee for and on behalf of such fractional Equity Shareholders. The details of such fractional Equity Shareholders will be provided to the Board / Audit Committee so as to enable them to distribute the net proceeds of sale of such fractional shares amongst the shareholders in proportion to their entitlement over such fractional shares after payment of all expenses of the sale and other related expenses."

   **RESOLVED FURTHER THAT** the consolidation of shares be determined on the basis of those shareholders whose names appear in the Register of Members as on the record date as may be fixed by the Board of Directors of the Company in this regard (hereinafter referred to as the "Record Date").

**RESOLVED FURTHER THAT:**

A. in case of shares held in physical form, the existing share certificates issued to the holders of the equity shares of the Company be treated as cancelled from the Record Date, and fresh share certificates be issued in respect of the consolidated equity shares of the Company to such members in accordance with the provisions of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014.

B. In case of shares held in dematerialised form, the respective beneficiary accounts of the members who hold the shares of the Company in dematerialized form will be credited with consolidated equity shares in lieu of their existing shares.

**RESOLVED FURTHER THAT** the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf], be and is hereby authorized to do all such acts, deeds, matters and things including to fix & announce record date, to make appropriate adjustments on account of consolidation in face value of Equity Shares with effect from the record date, to delegate all or any of its powers herein conferred to the Company Secretary or any other officer(s) of the Company, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agent, depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, to settle any question, difficulty that may arise with regard to the sub-division of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution without any further approval of the shareholders."

**2.** **ALTERATION TO CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY :**

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

**"RESOLVED THAT** pursuant to Section 13, Section 61 and other applicable provisions if any, of the Companies Act, 2013 and the rules, orders and notifications issued thereunder (including any statutory modification or re-enactment thereof, for the time being in force), read with the Articles of Association of the Company, the existing Clause V of the Memorandum of Association of the Company be deleted and substituted by the following new Clause V:

The Authorized Share Capital of the Company is ₹ 16,00,00,000/- (Rupees Sixteen Crores only) divided into 1,60,00,000 (One Crores Sixty Lakhs) Equity Shares of face value of ₹ 10/- (Ten) each" the company has power from time to time to increase or reduce its Capital and to divide the share in such Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the Articles of Association of the company or the legislative provision for time being in force in that behalf .

**RESOLVED FURTHER THAT** the amendment to the Memorandum of Association as aforesaid shall take effect upon, and simultaneous with, consolidation of the issued, subscribed and paid-up equity shares in the share capital of the Company by way of increase in the nominal value of each equity share from ₹1/- (Rupees One only) per share to ₹ 10/- (Rupees Ten only) per share.

**RESOLVED FURTHER THAT** the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf], be and is hereby authorized to undertake, execute all such acts, deeds, matters and things as they may deem necessary, proper and/ or expedient, to apply for requisite approval(s) of the statutory or regulatory authorities, as may be required, to carry out all requisite, incidental, consequential steps and to settle any question, difficulty or doubt that may arise in order to give full effect to this resolution**."**

**3. <u>TO REGULARISE/APPOINT MR. NANDKUMAR GORKHNATH PATIL (DIN: 11518058) AS NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY :</u>**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 , 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the Act and applicable Regulation(s) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nandkumar Gorkhnath Patil (DIN: 11518058), who was appointed as an Additional (Independent & Non-Executive) Director of the Company with effect from February 04, 2026, by the Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee and who in terms of Section 161 of the Act and Articles of Association of the Company and who has submitted the declaration that he meets the criteria for Independence as provided under Sec 149(6) of Companies Act 2013 and read with Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, who holds office upto a period of three months from the date of appointment or General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a member proposing him as a candidature for the office of

Non- Executive Independent Director, be and is hereby appointed as a Non- Executive Independent Director of the Company to hold office for a term of 5 (five) years with effect from February 04, 2026 to February 03, 2031,and that he shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **APPROVAL FOR ACQUISITION OF EQUITY SHARES IN PROPOSED COMPANY AND MAKING IT A SUBSIDIARY**:

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

**"RESOLVED THAT** pursuant to the provisions of Section 2(87), Section 186 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be required from any regulatory authority, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), to acquire equity shares of of a company proposed to be incorporated in the name and style of **SANMIT TRUEVALUE INFRAPROJECTS PRIVATE LIMITED** or such other name as may be approved by the Registrar of Companies or any other competent authority ("Proposed Company"), by way of subscription, purchase or otherwise, upto 51,000 equity shares representing **51% of the total paid-up equity share capital of the Target Company"**, for an aggregate consideration not exceeding **₹5,10,000/- (Indian Rupees Five Lakhs Ten Thousand only)** on such terms and conditions as the Board may in its absolute discretion and consequently to make the Proposed Company a Subsidiary of the Company within the meaning of Section 2(87) of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to subscribe to the Memorandum of Association of the Proposed Company and to nominate any Director or authorized representative of the Company to act as subscriber and/or first director of the Proposed Company, as may be required.

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to take all necessary steps and actions and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution, including determining the terms and conditions of such investment and executing and finalizing all agreements, documents and writings as may be necessary, and to settle all questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members of the Company."

**By Order of Board of Directors**
**For Sanmit Infra Limited**

**Sd/-**

**Sanjay Kanayalal Makhija**
**Managing Director**
**DIN: 00586770**

**Date: 13.02.2026**
**Place: Mumbai**


**REGISTERED OFFICE:**
601, MAKHIJA ROYALE, 6TH FLOOR
S.V. ROAD, KHAR (W),
Mumbai-400052.
CIN : L70109MH2000PLC288648

**Email : sanmitinfra@gmail.com**
**Website : www.sanmitinfraltd.com**

**NOTES:**

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of Item Nos. 1 to 4 of the accompanying Notice, is annexed hereto.

2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued by the MCA and SEBI ("collectively MCA and SEBI Circulars") (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM. The deemed venue for the Extra-Ordinary General Meeting shall be the Registered Office of the Company i.e. 601,Makhija Royale, 6th Floor, S.V. Road, Khar (W), Mumbai, Maharashtra, India, 400052.

3. Since the Extra-Ordinary General Meeting will be held through VC / OAVM, the Route Map is not annexed in this Notice.

4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The Remote E-voting commences on Sunday, 15th March 2026 at 09.00 A.M. (IST) and ends on Tuesday, 17th March 2026 at 05.00 P.M. (IST). The voting rights of the Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e., Wednesday, 11th March 2026.

6. Any person who is not a member post cut-off date should treat this notice for information purposes only.

7. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM.

8. Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding shares as of the cut-off date, i.e., Wednesday, 11th March 2026, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or to the Registrar and Share Transfer Agent (RTA) support@purvashare.com. However, if he/she is already registered with Central Depository Services (India) Limited (CDSL) for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

9. Mr. Ramesh Chandra Mishra, Practising Company Secretary (Membership No. FCS 5477 CP No. 3987) from M/s Ramesh Mishra & Associates, vide Board Resolution dated 4th February 2026 has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.

10. The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.

11. The Results shall be declared after the EGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. www.sanmitinfraltd.com and on the website of CDSL within 2 (Two) working days of passing of the resolutions at the EGM of the Company and the same will also be communicated to the Stock Exchanges.

12. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.

13. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice will also be available on the Company's website www.sanmitinfraltd.com , websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at helpdesk.evoting@cdslindia.com. The Company will also be publishing an advertisement in newspaper containing the details about the EGM i.e. the conduct of EGM through VC/ OAVM, date and time of EGM, availability of notice of EGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.

14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 and January 15, 2021, the Notice of the EGM and the Instructions for e-Voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants. Members may also note that the Notice convening the EGM are also available on the Company's website

www.sanmitinfraltd.com , websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL (agency for providing the Remote e-Voting facility) helpdesk.evoting@cdslindia.com .

15. The Members can join the EGM 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 EGM through VC / OAVM will be made available for 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 EGM without restriction on account of first come first served basis.

16. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

17. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.

18. The Registers maintained under Section 170 & 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection till the conclusion of EGM by the members based on the request being sent on sanmitinfra@gmail.com.

19. Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.

20. As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 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 RTA for assistance in this regard.

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

22. Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.

23. Member(s) holding shares in physical form is/ are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to notify any change in their addresses, e-mails and/or bank account mandates to their respective DPs only and not to the Company/ RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.

24. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, 13th February, 2026 , have been considered for the purpose of sending the Notice of EGM.

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

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting.

The way to vote electronically on CDSL e-Voting system consists of "Two Steps" which are mentioned below:

In terms of SEBI circular dated December 09, 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.

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as per listing agreement (including any statutory modification or re- enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the below provisions, through the e- voting services provided by CDSL.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, respectively the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. 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 EGM will be provided by CDSL.

The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with SEBI Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, SEBI Circular No.SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD PoD-2/P/CIR/2023/167 dated October 7, 2023 (together "SEBI Circulars") respectively .

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

(i) The Remote E-voting period begins on Sunday, 15th March 2026 at 09.00 A.M. (IST) and end on Tuesday, 17th March 2026 at 05.00 P.M. (IST) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, 11th March, 2026 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.

(iv) <u>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.</u>

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.<br>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.<br>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration<br>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. |

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|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name 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.<br><br>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<br>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 through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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

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

| Login type | Helpdesk details |
| --- | --- |
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.comor contact at 022- 23058738 and 22-23058542-43. |
| 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 |

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

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 Shareholders holding shares in Demat Form other than individua and Physical Form |
| --- | --- |
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br><br>• 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.<br>• 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 as mentioned in instruction (v). |

(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 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: 260219006** for the relevant **"SANMIT INFRA LIMITED"** 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) Facility for Non – Individual Shareholders and Custodians –Remote Voting

a. 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.
b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
c. 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.
d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
e. 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.
f. Alternatively Non Individual shareholders are required 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 sanmitinfra@gmail.com , 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 EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote 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 Remote 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 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 5 days prior to meeting i.e. Friday, March 13, 2026 mentioning their name, demat account number/folio number, email id, mobile number at sanmitinfra@gmail.com .The shareholders who do not wish to speak during the EGM 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 sanmitinfra@gmail.com. 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 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.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall 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 EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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 on 022-23058542/43.

For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:

**Purva Sharegistry (India) Pvt. Ltd.**
Unit no. 9, Shiv Shakti Ind. Estt.,
J .R. Boricha marg, Lower Parel (E),
Mumbai 400 011.
**Email : support@purvashare.com**

**By Order of Board of Directors**
**For Sanmit Infra Limited**

**Sd/-**
**Sanjay Kanayalal Makhija**
**Managing Director**
**DIN: 00586770**

**Date: 13.02.2026**
**Place: Mumbai**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE ACT AND REGULATION 36 OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS**

The following Explanatory Statement, pursuant to Section 102 of the Act, sets out all material facts relating to the business mentioned in Item 1 to 4 in the accompanying EGM Notice dated February 13, 2026:

**ITEM NO . 1 & 2 :**

Due to large number of shareholders, the compliance and administrative activities of the Company have also increased manifold and every corporate action takes its own time to implement due to the procedural requirements which are otherwise mandated for companies with a much larger shareholder base. In view of this and in the best interests of the small public shareholders of the Company, it is being proposed to re-organise the Company's share capital by way of a share consolidation by increasing the nominal value of each share of the Company from ₹1/- to ₹10/- per share. Consolidation of shares of the Company is expected to be beneficial for all parties involved.

The Company will benefit from significant savings in costs, reduction in administrative and procedural work and legal compliances, and general efficiency in corporate decision making with a view to align the share capital structure with the Company's long- term business and growth strategy, to clarify that the consolidation will not affect the paid-up share of the Company shareholding of any shareholder. In light of the above, it is proposed to consolidate the entire authorised, issued, subscribed and paid-up equity shares in the share capital of the Company by increasing the nominal value of the equity shares from ₹1/- (Rupees One only) per share to Rs.10/- (Rupees Ten only) per share so that every 10 (Ten) equity shares with nominal value of Rs. 1/- (Rupees One only) each held by a member are consolidated and re-designated into 1 (one) equity share with nominal value of ₹10/- (Rupees Ten only) each with effect from the Record Date determined for this purpose. In this connection, capital clause in the Memorandum and Articles of Association of the Company will also have to be suitably amended to reflect the revised consolidated share capital of the Company.

**Fractional entitlements**

Any fractions arising from such consolidation will be aggregated into whole shares and the number of whole shares so arising shall be transferred to a person or persons authorised by the Board /Audit Committee for and on behalf of such fractional Equity Shareholders. The details of such fractional Equity Shareholders will be provided to the Board /Audit Committee so as to enable them to distribute the net proceeds of sale of such fractional shares amongst the shareholders in proportion to their entitlement over such fractional shares after payment of all expenses of the sale and other related expenses.

**Treatment of shares of physical Shareholders**

The equity shares held by shareholders in physical form, as on the Record Date, shall be transferred to and kept in a separate Escrow Account to be opened and operated by the

Company for this specific purpose, in compliance with applicable provisions of the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

Such shares shall remain in the Escrow Account until the respective shareholders complete the process of dematerialization.

Upon receipt of a valid request from the concerned shareholder for dematerialization of shares, along with necessary documentation and confirmation from the Depository Participant, the Company/Registrar and Share Transfer Agent (RTA) shall take necessary steps to transfer the corresponding shares from the Escrow Account to the respective demat account of the shareholder, in accordance with applicable laws and procedures.

The shares lying in the Escrow Account shall continue to be held for and on behalf of the respective beneficial shareholders, and the shareholders shall be entitled to all corporate benefits, subject to applicable laws, upon successful dematerialization and credit of shares to their demat account.

In case of non-resident shareholders, the payment of consideration in lieu of fractional entitlements would be subject to the provisions of Foreign Exchange Management Act, 1999 and any approvals from the Reserve Bank of India etc. as may be required.

As on date, the authorized share capital of the Company is ₹ 16,00,00,000/- (Rupees Sixteen Crores only) divided into 16,00,00,000 (Sixteen Crores) shares of nominal value of ₹1/- (Rupees One only) each. The Company proposes to consolidate the authorised, issued, subscribed and paid-up equity shares in the share capital of the Company by increasing the nominal value of the equity shares from ₹1/- (Rupees One only) each to ₹10/- (Rupees Ten only) each so that every 10 (Ten) equity shares with nominal value of ₹1/- (Rupees One only) each held by a member are consolidated and re-designated into 1 (one) equity share with nominal value of ₹10/- (Rupees Ten only) each, in the manner specified in resolution under Item No. (1) above; read with Explanatory Statement thereto. This would necessitate amendment of Clause V of Memorandum of Association of the Company, which specifies the authorized share capital of the Company.

Resolution (2) seeks shareholder approval to alter capital clause in the Memorandum and Articles of Association to consolidate the Company's issued, subscribed and paid - up capital by consolidating every ten existing Shares into one new Share ("Consolidation"). The purpose of the Consolidation is to provide the Company with a more appropriate capital structure for a company of its size and nature. The Company currently has 15,80,07,500 Equity Shares. The Board considers that having such a large number of Shares subjects the Company to a number of disadvantages including :

- Additional share price volatility arising from the fact that a change in the price of the Shares represents a higher percentage of the Share price than it would if the Company had a greater Share price;
- In comparison to other companies listed on the BSE Limited ("BSE"), Company currently has a large number of shares on issue when considered in relation to the Company's

market capitalisation. The consequence of this is that the market price per share traded on the BSE Limited ("BSE") is relatively low.; and

- Negative perceptions associated with a low share price.

Further Issue of Shares, Consolidation of Face Value, Alteration to Capital Clause in the Memorandum and Articles of Association of the Company as proposed herein above requires the approval of the members.

None of the Directors, key managerial personnel or their relatives is in any way concerned or interested in the passing of the resolutions, except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the resolutions as set out at Item No. 1 & 2 for approval of the members as Ordinary Resolution.

**ITEM NO. 3 : TO REGULARISE/APPOINT MR. NANDKUMAR GORKHNATH PATIL (DIN: 11518058) AS NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY :**

As per Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and rule 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules regulations every Listed Company shall have requisite number of directors as an Independent Directors on the Board.
In order to comply with the provisions of Section 149(4) of Companies Act 2013 it is proposed to regularize appointment of Mr. Nandkumar Gorkhnath Patil (DIN: 11518058) from Additional Director to Independent Director of the Company.

The Company has received a notice in writing from a member proposing the candidature of Mr. Nandkumar Gorkhnath Patil for the office of Independent Director under Section 152 of the Companies Act, 2013.

Mr. Nandkumar Gorkhnath Patil (DIN: 11518058) has submitted :

(i) a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations;

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

(iii) intimation in Form DIR-8 in terms of Rule 14 of the said Rules to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 confirming his eligibility for such appointment and

(iv) confirmation of inclusion of his name in the Independent Directors' Databank and compliance with applicable proficiency requirements..

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 any person appointed as an additional director can hold office up to the date of ensuing Annual General Meeting. Since

Mr. Nandkumar Gorkhnath Patil (DIN: 11518058) was appointed as an Additional Director on the Board with effect from February 04, 2026 and his term of office will expire on the day of EGM or 3-months, whichever is earlier to the extent applicable. However, he can be regularized as a director with the approval of members of the Company at any general meeting.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Nandkumar Gorkhnath Patil as an Independent Director for a period of Five years. He is not liable to retire by rotation.

In compliance with Regulation 25(2A) of the SEBI LODR Regulations, the appointment of an Independent Director requires approval of shareholders by way of a Special Resolution, and accordingly the same is being placed before the members for approval.

**Details of Mr. Nandkumar Gorkhnath Patil (DIN: 11518058) as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2) are provided below :**

| **Description** | **Details** |
|---|---|
| Name of the Director | **Mr. Nandkumar Gorkhnath Patil** |
| DIN | 11518058 |
| Age | 58 years |
| DOB | 08/06/1967 |
| Qualification | B. Tech (Electronics & Communication Engg.). |
| Date of First Appointment on Board of the Company | February 04, 2026 |
| Terms of Proposed appointment | Appointment for a term of five consecutive years w.e.f. 04-02-2026 to 03-02-2031; eligible for sitting fees, if any, as approved by shareholders |
| Experience | Mr. Nandkumar Gorkhnath Patil has a Bachelor Degree in B. Tech (Electronics & Communication Engg.).His Research Paper was published in International "Electronics wheelchair for Disabled" International Conference of south east Asian countries, Mumbai. He also acts as a Project Guide to M Tech, B. Tech, BE, Diploma student in field of Biomedical, Electronics, Electrical, Automobile, and a Consultant to Biomedical & Electronics Industries. He was also associated with Professional Organisation like : G. B. Patil Technical Education Society as a Founder Member, Indian Technical Education Society as a Life Member, Rehabilitation Council of India as a Member, Raghad Military School, Jogeshwari as a Member. He has 20 years and |

| | |
|---|---|
| | more experience in this field and has also worked with instruments - Biomedical, Analytical and Laboratory, Microprocessor & Micro Controller and Others- SMPS, Inverter, Temp. Indicator, Electronics Ballast, Vibratos, control System, etc. |
| Number of Board Meetings attended during the year | 2 |
| Other directorship | Nil |
| Other listed Chairmanship /Membership | Nil |
| Partners in LLP | Nil |
| Shareholding in the Company | Nil |
| Shareholdings in any Group Companies | Nil |
| Any relationship with KMP and Directors | No relationship with KMP and Directors |
| Any relationship with Promoters | No relationship with Promoters |
| Disclosure of relationship between inter-se | No relationship between Inter-se |

A copy of the draft letter for the appointment of Mr. Nandkumar Gorkhnath Patil (DIN: 11518058) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day between 11 a.m. to 5 p.m. from Monday to Friday till the date of General Meeting of the members.

Mr. Nandkumar Gorkhnath Patil (DIN: 11518058) being appointee is interested in his appointment. Besides this none of the other Directors of the Company/their relatives are in any way concerned or interested financially or otherwise in the said resolutions.

The Board of Directors recommends the resolutions as set out at Item No. 3 for approval of the members as Special Resolution.

**ITEM NO. 4 : APPROVAL FOR ACQUISITION OF EQUITY SHARES IN PROPOSED COMPANY AND MAKING IT A SUBSIDIARY**:

The Board of Directors of the Company at its meeting held on 13th February, 2026, has approved, subject to the approval of the Members, the proposal to acquire equity shares in a company proposed to be incorporated in the name and style of **SANMIT TRUEVALUE**

**INFRAPROJECTS PRIVATE LIMITED** or such other name as may be approved by the Registrar of Companies or any other competent authority ("Proposed Company").

**Background and Rationale of Proposed Company :**

The word ***SANMIT*** and ***TRUEVALUE*** are derived from the names of the existing company and LLP, wherein one entity proposes to invest in the aforesaid proposed Company and the other LLP is owned by one of the promoters. These terms have been incorporated to leverage the brand value and established reputation of the said organizations. The use of such words reflects the promoters' intention to continue and build upon the goodwill, credibility, and business legacy associated with the existing entities. The word ***INFRAPROJECTS*** denotes that the company will be engaged in infrastructure-related activities such as construction, development, execution, and management of infrastructure and allied projects.

The promoters of Proposed Company wish to start their new venture under **Class 36 & 37** of the Trade Marks Rules, 2002 in the field of executing, undertaking, managing, and implementing the microsurfacing projects throughout the India, setting up own factory to manufacture road construction/repairs material, import of bitumen, export, trading activities, tolling contracts. But presently the proposed name is not registered with Trademark Authorities under Class 36 & 37 of the Trade Marks Rules, 2002.

**Main Objects of Proposed Company:**
To carry on the business of executing, undertaking, managing, and implementing microsurfacing works and other road construction, road maintenance, and infrastructure development projects throughout India and abroad, either independently or through joint ventures, consortiums, subcontracting, or otherwise. To establish, set up, operate, and maintain factories, manufacturing units, processing plants, and workshops for the manufacture, production, processing, mixing, modification, and preparation of road construction and road repair materials including but not limited to bitumen emulsion, modified bitumen, microsurfacing mixtures, asphalt products, aggregates, construction chemicals, and allied materials. To import, export, buy, sell, distribute, supply, trade, and deal in bitumen, modified bitumen, emulsions, asphalt, road construction materials, machinery, equipment, tools, spare parts, and other related infrastructure products on wholesale, retail, agency, franchise, or contractual basis. To undertake tolling contracts, operation and maintenance contracts, EPC contracts, item-rate contracts, turnkey projects, and other infrastructure-related contracts from government, semi-government, municipal authorities, public sector undertakings, private bodies, and other entities. To carry on all allied, incidental, and ancillary activities necessary or expedient for the attainment of the above objects.

The Company proposes to acquire up to 51,000 (Fifty One Thousand) equity shares of face value of Rs. 10 each representing 51% of the total paid-up equity share capital of the Proposed Company for an aggregate consideration not exceeding ₹5,10,000/- (Indian Rupees Five Lakhs Ten Thousand only). Upon acquisition of the said equity shares, the Proposed Company will become a Subsidiary of the Company within the meaning of Section 2(87) of the Companies Act, 2013.

Pursuant to the provisions of Section 186 of the Companies Act, 2013, approval of the Members by way of Special Resolution is not required where the investment is within the prescribed limits. Further, the proposed investment will be made in compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The Board is of the opinion that the proposed investment is in the best interest of the Company and its Members and will enable the Company to diversify and strengthen its presence in the infrastructure sector.

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

The Board of Directors recommends the resolutions as set out at Item No. 4 for approval of the members as Special Resolution.

**By Order of Board of Directors**
**For Sanmit Infra Limited**

**Sd/-**

**Sanjay Kanayalal Makhija**
**Managing Director**
**DIN: 00586770**

**Date: 13.02.2026**
**Place: Mumbai**