

SAINIK FINANCE & INDUSTRIES LIMITED

Regd. Office- 129, Transport Centre, Rohtak Road, Punjabi Bagh, New Delhi – 110035
Corporate Office: 7th Floor, Corporate Office Tower, Ambience Mall, N.H.48, Gurugram-122002
E mail: info@sainik.org Website: www.sainikfinance.com, CIN: L26912DL1991PLC045449
Telephone No.-011-28315036/0124-2719000 Fax No.-011-28315044/ 0124-2719100

NOTICE

Notice is hereby given that the **34th Annual General Meeting** of the Members of M/s Sainik Finance & Industries Limited will be held on **Tuesday, 29th day of September, 2026** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") at **11:30 a.m.** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Annual Financial Statements of the Company for the financial year ended on 31st March, 2026 including the audited Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date together with the reports of the Board of the Directors and Auditors thereon.
2. To appoint Sh. Sarvesh Sindhu (DIN: 06545787), who retires by rotation as a Director and being eligible, offers himself for reappointment, and in this regard pass the following resolution as an ordinary resolution:

"RESOLVED THAT Sh. Sarvesh Sindhu (DIN: 06545787), Director of the Company who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company who will be liable to retire by rotation."

SPECIAL BUSINESS:

3. To consider and approve the Appointment of Sh. Somvir Sindhu (DIN: 06680118) as Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and in accordance with the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded to appoint Sh. Somvir Sindhu (DIN: 06680118), who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 12, 2026, pursuant to Section 161 of the Act and who holds office up to the date of this Annual General Meeting or the last date on which the Annual General Meeting for the financial year ended March 31, 2026, should have been held, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, as an Director (Non-Executive and Non Independent) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board in this behalf) be and is hereby authorised to do all such acts, deeds, matters and things, and to execute all such documents, writings and filings, as may be considered necessary, expedient or desirable for giving effect to this resolution, and to settle any question, difficulty or doubt that may arise in this regard without requiring any further approval of the Members."

4. To consider and approve the material related party transactions with Sainik Mining and Allied Services Limited and to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis of the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded on an omnibus basis to the Board of Directors of the Company for entering into and/or continuing with Material Related Party Transaction(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) in the ordinary course of business and on an arm's length basis with Sainik Mining and Allied Services Limited ("SMASL"), a related party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, -for availing/providing inter corporate deposits / loan to the extent up to an amount of Rs.50,00,00,000/- (Rupees Fifty Crores Only) for the period from the date of this 34th Annual General Meeting up to the date of 35th Annual General Meeting (both days



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inclusive), (hereinafter referred to as 'RPT period'), and on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between SMASL and the Company

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s) or agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution."

5. To consider and approve the material related party transactions with Purshottam Buildwell Private Limited and to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis of the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded on an omnibus basis to the Board of Directors of the Company for entering into Material Related Party Transaction(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) in the ordinary course of business and on an arm's length basis with Purshottam Buildwell Private Limited ("PBPL"), a related party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for availing / providing inter corporate deposits/loan to the extent up to an amount of Rs.25,00,00,000/- (Rupees Twenty Five Crore Only), for the period from the date of this 34th Annual General Meeting up to the date of 35th Annual General Meeting (both days inclusive), (hereinafter referred to as 'RPT period'), and on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between PBPL and the Company

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s) or agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution."

6. To consider and approve the material related party transactions with Mittersen Agro Farms Private Limited and to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis of the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded on an omnibus basis to the Board of Directors of the Company for entering into and/or continuing with Material Related Party Transaction(s) (whether by way of an



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individual transaction or transaction taken together or series of transactions or otherwise) in the ordinary course of business and on an arm's length basis with Mittersen Agro Farms Private Limited ("MAFPL"), a related party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for availing/providing inter corporate deposits / loan to the extent up to an amount of Rs.2,00,00,000/- (Rupees Two Crore Only), for the period from the date of this 34th Annual General Meeting up to the date of 35th Annual General Meeting (both days inclusive), (hereinafter referred to as 'RPT period'), and on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between MAFPL and the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s) or agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution."

7. To consider and approve the material related party transactions with ACB (India) Limited and to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis of the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded on an omnibus basis to the Board of Directors of the Company for entering into and/or continuing with Material Related Party Transaction(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) in the ordinary course of business and on an arm's length basis with ACB (India) Limited ("ACB"), a related party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for availing/providing inter corporate deposits / loan to the extent up to an amount of Rs.3,65,00,000/- (Rupees Three Crore Sixty Five Lakh Only), for the period from the date of this 34th Annual General Meeting up to the date of 35th Annual General Meeting (both days inclusive), (hereinafter referred to as 'RPT period'), and on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between ACB and the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s) or agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution."

By Order of the Board
For Sainik Finance & Industries Limited

Date: 12th August, 2026
Place : New Delhi

Sarvesh Sindhu
Director
DIN: 06545787



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NOTES:

1. Pursuant to the Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, General Circular No. 10/2022 dated 28th December, 2022, Circular No. 09/2023 dated September 25, 2023 09/2024 dated September 19, 2024 and subsequent Circulars issued in this regard, the latest being General Circular No. 03/2025 dated September, 22, 2025 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and Circular No. SEBI/HO/CFD/CMD1/ CIR/ P/ 2020 /79 dated 12th May 2020, SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2021 /11 dated 15th January, 2021, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and the latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the SEBI (collectively referred to as 'SEBI Circulars') and other applicable circulars and notification issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. The physical attendance of the Members to the AGM venue is not required and general meeting may be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing 34th AGM through VC / OAVM.

In compliance with the provisions of the Companies Act, 2013 ('Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars & SEBI Circulars, the 34th AGM of the Company is being held through VC / OAVM on **Tuesday, 29th day of September, 2026 at 11:30 a.m. IST.**

2. The Members can join the AGM in the VC /OAVM mode 15 minutes before 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 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 AGM without restriction on account of first come first served basis.
3. The deemed venue for the 34th AGM shall be the Registered Office of the Company situated at 129, Transport Centre, Rohtak Road, Punjabi Bagh, New Delhi- 110035.
4. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment of Directors at this AGM is annexed.
5. 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 the Circulars issued by the Ministry of Corporate Affairs and SEBI from time to time, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the provisions of MCA / SEBI Circulars 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However the body corporates are entitled to appoint authorized representative to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
7. The Register of Members and Share Transfer Books of the Company will be closed from **Wednesday, 23rd September, 2026 to Tuesday, 29th September, 2026 (both days inclusive)** for the purpose of holding Annual General Meeting of the Company.
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form. Further transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, the members holding shares in physical form are requested to consider converting their holdings to dematerialized form. The Members can contact the Company or Company's Registrars and Transfer



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Agent, Indus Shareshree Private Limited (erstwhile known as Indus Portfolio Private Limited) ("ISPL"), having its corporate office at G-65, Bali Nagar, Delhi -110015 Ph. No. 011-47671214 for assistance in this regard.

9. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with ISPL in case the shares are held by them in physical form.
10. Members are requested to update KYC & intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to ISPL in case the shares are held by them in physical form. The prescribed forms along with required documentary proofs for such changes will be submitted to DP & RTA as the case may be.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. The said form can be downloaded from the website of the Company and RTA. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to ISPL in case the shares are held in physical form.
12. Online Dispute Resolution (ODR) Portal is introduced by SEBI vide its Master Circular SEBI/ HO/ OIAE/ OIAE_IAD1/ P/ CIR/ 2023/145 dated 11th August, 2023, which is in addition to the existing SCORES 2.0 portal which can be utilized by the investors and the Company for dispute resolution. Please note that the investors are advised to initiate dispute resolution through the ODR portal only if the Company does not resolve the issue itself or it is not resolved through SCORES 2.0 portal.
13. SEBI has mandated submission of PAN and the Bank details by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to ISPL.
14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before Saturday, 26th September, 2026 through email on legal.secretarial@sainikmining.com. The same will be replied by the Company suitably.
15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or ISPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate/letter of confirmation will be issued or directly credit shares in the demat account, if any, (as the case may be) of such Members after making requisite changes.
16. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report for the financial year 2025-26 will also be available on the Company's website www.sainikfinance.com, on websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL (agency for providing the remote e-voting facility) www.evoting.nsdl.com
17. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder and regulation 36 of SEBI Regulations, the copy of the Annual Report including Annual Financial Statements, Board's and Auditor's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ID's with their respective depository participants or with the Registrar and Share Transfer Agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to rs.kushwaha@indusinvest.com or legal.secretarial@sainikmining.com mentioning your Folio / DP ID & Client ID.
18. A letter providing web-link including the exact path for accessing the annual report of the Company will be send to those shareholders/members who have not registered their email ID's with the Company or with their respective depository participants, or with the Registrar and Share Transfer Agent (RTA) of the Company.
19. Notice of AGM shall be send electronically to the members / shareholders whose name are appeared on Friday 28th August, 2026 in the records of Depository and Register of Members maintained by RTA and whose email addresses are registered with the Company / Depositories / RTA



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20. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
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 AGM.
22. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
23. Instructions for e-voting and joining the AGM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS

- i. 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 SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- ii. The remote e-voting period commences on **Friday, 25th September, 2026 (9:00 a.m. IST) and ends on Monday, 28th September, 2026 (5:00 p.m. IST)**. During this period, the Members whose name appear in the register of members / beneficial owners as on the record date (cut-off date) i.e. **Wednesday, 23rd September, 2026**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.
- iii. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date, being i.e. **Wednesday, 23rd September, 2026**.
- iv. The Board of Directors has appointed Ms. Payal Sharma (M. No. FCS 8053, CP No. 8116) Proprietor of **M/s. Payal Sharma**, Practicing Company Secretary, Noida, as the Scrutinizer to scrutinize/monitor the voting process during the AGM and remote e-voting process in a fair and transparent manner.
- v. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- vi. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **Wednesday, 23rd September**, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- vii. The details of the process and manner for remote e-voting are explained herein below:

How do I vote electronically using NSDL e- Voting System?

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 issued 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding	1. 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



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securities in demat mode with NSDL.	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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - 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 existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value added 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 i.e. NSDL and you will be re-directed to NSDL e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - 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 - 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for CDSL Easi / Easiest facility, they 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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi tab and then use your existing my easi username & password. - After successful login of Easi/Easiest the user will be able to see the e- Voting page. The e-voting page will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New system Myeasi Tab and then click on registration. - 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.



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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. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-4886 7000
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

B) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



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6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "**Physical User Reset Password**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

- 1) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC / OAVM" link placed under "Join Meeting."
- 3) Now you are ready for e-Voting as the Voting page opens.
- 4) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 5) Upon confirmation, the message "Vote cast successfully" will be displayed
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1) Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to espavalsharma@yahoo.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
- 2) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on <https://www.evoting.nsdl.com> to reset the password.
- 3) In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022-4886 7000 or send a request to Sh. Narendra Dev at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

Physical Holding	Send a request to the Registrar & Transfer Agents of the Company, ISPL at rs.kushwaha@indusinvest.com mentioning 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 registered email address, and scanned copy of the cancelled cheque bearing the name of the first shareholder shall be provided to update the Bank Account details of the Shareholders.
Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account by providing DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) or any other documents as advised by your DP. If Shareholder is an Individual shareholders holding securities in demat mode, you may refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.



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Alternatively	The shareholder / members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
Voting	In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
5. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
6. Members may note that the VC / OAVM Facility, provided by NSDL, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come- first-served principle.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders, who would like to express their view/ ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, may register themselves as a Speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at legal.secretarial@sainikmining.com at least 72 hours in advance before the start of the meeting i.e. by Saturday, 26th September, 2026 by 11:30 A.M. (IST). Those Shareholders who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the AGM, depending upon the availability of time.
6. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.



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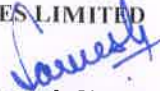
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7. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the 34th AGM.

OTHER INSTRUCTIONS AND RESULTS DECLARATION:

- 1) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and prepare, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- 2) The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.sainikfinance.com and on the website of NSDL <https://www.evoting.nsdl.com>. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

By Order of the Board of Directors
For SAINIK FINANCE & INDUSTRIES LIMITED


Sarvesh Sindhu
Director
DIN: 06545787

Place: New Delhi
Dated: 12.08.2026



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 17(11) AND REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LISTING REGULATIONS, 2015")

ITEM NO. 2 OF NOTICE OF AGM

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting (in pursuance of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Brief Resume/ Profile of Non-executive Directors being re-appointed:

Her Resume/ Profile of Non-executive Directors being re-appointed:		
Name	Sh. Sarvesh Sindhu	
DIN	06545787	
Age	34 Years	
Date of Appointment	25-06-2020	
Qualification	He has MBA degree from Boston University, United States of America.	
Expertise in specific functional area	He has pursued one year management studies from Boston University, United States of America. He is passionate about technology as a tool to solve problems. His expertise lies in renewable energy, drones, software automobiles (specifically Engines). As an entrepreneur, he comprehends the commitment and effort needed to transform an idea into a tangible reality and a successful business. He strongly advocates for the significance of protecting intellectual property rights in conjunction with idea creation. His guiding principle is to believe in oneself and one's vision while embracing risks without fear.	
Remuneration (including Sitting fees) Last drawn & Proposed to be paid	NIL	
Shareholding in the Company including shareholding as a beneficial owner shareholding in the Company	920299 Equity Shares of Rs.10/- each fully paid up.	
Relationship with any Director(s) of the Company	He is not related with any director of the Company.	
Name of the listed entity in which he holds directorship and the Membership of Committees of the board along with listed entities from which he has resigned in the past three years;		
Name of the Company	Directorship	Committee Membership (Audit / Stakeholders Relationship Committee)
Sainik Finance & Industries Limited	Director	Audit Committee-Member Stakeholder Relationship Committee – Chairperson
He has not resigned from any listed company in the past three years.		

Except to the extent of shareholding of Sh. Sarvesh Sindhu and his relatives in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board is of the view that the knowledge and experience of Sh. Sarvesh Sindhu will be of immense benefit and value to the Company and therefore, recommends the Resolution set forth at Item No. 2 to be passed as an **Ordinary Resolution**.

ITEM NO. 3 OF NOTICE OF AGM

The Board of Directors of the Company, at its meeting held on 12th August, 2026, appointed Sh. Somvir Sindhu (DIN: 06680118) as an Additional Director of the Company with effect from 12th August, 2026, pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"). In terms of Section 161 of the Act, Sh. Somvir Sindhu holds office up to the date of the ensuing Annual General Meeting of the Company or the last date on which the Annual General Meeting for the financial year ended 31st March, 2026 ought to have been held, whichever is earlier.

Further, pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, a listed entity is required to obtain the approval of the shareholders for the appointment or re-appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of such appointment, whichever is earlier.

Sh. Somvir Sindhu has a graduate degree and has over ten years of experience in the family business comprising coal mining, contract mining and power generation. His knowledge, business acumen and industry experience are expected to add significant value to the Company's operations and strategic growth.

Based on his qualifications, knowledge, skills, expertise and rich industry experience, the Nomination and Remuneration Committee recommended his appointment as a Director of the Company. The Company has also received a notice in



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writing from a Member under Section 160 of the Act proposing the candidature of Sh. Somvir Sindhu for appointment as a Director of the Company.

The Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, is of the opinion that the appointment of Sh. Somvir Sindhu as a Director would be in the best interests of the Company. Accordingly, the Board recommends his appointment as a Director of the Company, liable to retire by rotation.

Sh. Somvir Sindhu is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has furnished his consent to act as a Director in terms of Section 152 of the Act and has confirmed that he is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India, the Ministry of Corporate Affairs or any other statutory or regulatory authority.

Details of Director seeking appointment at the forthcoming Annual General Meeting (in pursuance of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Brief Resume/ Profile of Director being appointed:

for Resume/ Profile of Director being appointed:

Name	Sh. Somvir Sindhu	
DIN	06680118	
Age	35 years	
Date of Appointment	12-08-2026	
Qualification	He is Graduate.	
Expertise in specific functional area	He has completed graduation degree. After completion of his graduation, has joined his family business. He has extensive experience of over 10 years of in the field of coal mining and mining logistics. He has business interests in a number of companies engaged mainly in the business of mining and logistics, coal beneficiation, power generation, real estate.	
Remuneration (including Sitting fees)- Last drawn & Proposed to be paid	NIL	
Shareholding in the Company including shareholding as a beneficial owner shareholding in the Company	224107 equity shares of Rs.10/- each fully paid up.	
Relationship with any Director(s) of the Company	He is not related to any Director of the Company.	
Name of the listed entity in which he holds directorship and the Membership of Committees of the board along with listed entities from which he has resigned in the past three years;		
Name of the Company	Directorship	Committee Membership (Audit / Stakeholders Relationship Committee)
Sainik Finance & Industries Limited	Director	Stakeholder Relationship Committee – Member
He has not resigned from any listed company in the past three years.		

Except to the extent of shareholding of Sh. Somvir Sindhu and his relatives in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board is of the view that the knowledge and experience of Sh. Somvir Sindhu will be of immense benefit and value to the Company and, therefore, recommends the Resolution set forth at Item No. 3 to be passed as an **Ordinary Resolution**.

ITEM NO. 4 OF NOTICE OF AGM

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with Schedule XII thereto, a related party transaction shall be considered material where, in the case of a listed entity having an annual consolidated turnover up to ₹20,000 crore, the value of the transaction(s), either individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity. Based on the audited financial statements of the Company for the financial year 2025-26, the materiality threshold for obtaining shareholders' approval for material related party transactions is ₹168.80 lakhs.

Further, Regulation 23(4) of the SEBI Listing Regulations provides that all material related party transactions and subsequent material modifications, as defined by the Audit Committee under Regulation 23(2), shall require prior approval of the shareholders by way of an ordinary resolution. All related parties shall abstain from voting on such resolutions, irrespective of whether they are a party to the particular transaction.



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It is further noted that pursuant to the amended provisions of Regulation 23(4) of the SEBI Listing Regulations, the omnibus approval granted by the shareholders for material related party transactions at an Annual General Meeting shall remain valid only up to the date of the next Annual General Meeting held within the timelines prescribed under Section 96 of the Companies Act, 2013, or the rules, notifications or circulars issued thereunder from time to time. Further, where such omnibus approval is granted by the shareholders at a general meeting other than an Annual General Meeting, its validity shall not exceed one year from the date of such approval.

In view of the above, the related party transactions entered into and/or proposed to be entered into by the Company with **Sainik Mining and Allied Services Limited (SMASL)**, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, are expected to exceed the aforesaid materiality threshold and, accordingly, require prior approval of the shareholders by way of an Ordinary Resolution.

Although the Company had obtained shareholders' approval in the previous years for entering into transactions with SMASL, in view of the amended provisions of Regulation 23(4) of the SEBI Listing Regulations, fresh approval of the shareholders is required for entering into and/or continuing the material related party transaction(s) with SMASL. Accordingly, approval of the members is sought for availing and/or providing inter-corporate deposits and/or loans with SMASL for an aggregate amount not exceeding ₹50,00,00,000 (Rupees Fifty Crore only) during the period commencing from the date of the 34th Annual General Meeting up to the date of the 35th Annual General Meeting (both days inclusive).

In accordance with the SEBI Master Circular dated 30 January 2026, read with the Industry Standards on Minimum Information for Review of Audit Committee and Shareholders for Approval of Related Party Transactions issued pursuant to SEBI Circular dated 26 June 2025, a statement containing the prescribed disclosures and minimum information was placed before the Audit Committee. The Committee also considered a certificate issued by the Chief Financial Officer and Chief Executive Officer confirming that the proposed and continuing related party transactions with SMASL are in the interest of the Company. After due deliberation, the Audit Committee approved the proposed material related party transaction(s) to be entered into and/or continued during the relevant period and recommended the same to the Board for approval, subject to the approval of the members.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on 12 August 2026, have reviewed and approved the above said material related party transaction(s) and confirmed that these transactions are in ordinary course of business and are on arm's length basis. Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set out in Item No. 4 of the Notice for approval by the members.

In accordance with the SEBI's Master circular dated 30th January 2026 read with 'Industry Standards on Minimum Information to be provided for Review of Audit Committee and Shareholders for approval of Related Party Transactions' are as follows:

A(1) Basic details of the related party:

S. No.	Particulars of the information	Information provided by the management
1	Name of the related party	Sainik Mining and Allied Services Limited (SMASL)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Engaged in the business of providing contract mining, MDO and other allied services

A (2) Relationship and ownership of the related party:

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity and the related party.	Common Directors and shareholders in related party
2	Shareholding of the listed entity, whether direct or indirect, in the related party.	NIL
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
4	Shareholding of the related party, whether direct or indirect, in the listed entity	NIL

A (3).Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	During the financial year 2025-26: a) the Company given an Inter Corporate Deposit/Loan (ICD) of Rs.1260 Lakhs. b) the Company received refund of ICD of Rs.1150 Lakhs.



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		c) the Company received Interest of Rs.394.08 Lakhs on ICD given.
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	An interest of Rs.102.07 Lakhs received on ICD given up to the quarter ended 30 th June, 2026.
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No Default

A (4). Amount of the Proposed Transaction(s)

47. Amount of the Proposed Transaction(s)		Information provided by the management								
S. No.	Particulars of the information									
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Up to Rs.5000 Lakhs								
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes								
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	296.21%								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	5.09%								
6.	Financial performance of the related party for the immediately preceding financial year:	2025-26 <table><tr><th>Particulars</th><th>Amount in Lakh</th></tr><tr><td>Turnover</td><td>98326.96</td></tr><tr><td>Profit After Tax</td><td>1275.91</td></tr><tr><td>Net worth</td><td>39089.23</td></tr></table>	Particulars	Amount in Lakh	Turnover	98326.96	Profit After Tax	1275.91	Net worth	39089.23
Particulars	Amount in Lakh									
Turnover	98326.96									
Profit After Tax	1275.91									
Net worth	39089.23									

A (5). Basic Details of Proposed Transactions:

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Receipt of refund of Inter Corporate Loan/Deposit given to related party and providing ICD/Loan.
2.	Details of each type of the proposed transaction	Receipt of refund of Inter Corporate Loan/Deposit given to related party and/or interest due thereon and providing ICD/Loan.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 Months
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. <i>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</i>	Up to Rs.5000 Lakhs



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6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company would be undertaking these transactions in furtherance of its business activities which will help in generating revenue and enhancing business operations of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i> a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Sh. Sarvesh Sindhu (Director) 12712 Equity Shares
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A.
9.	Other information relevant for decision making.	The Company is an NBFC Company and engaged in business of providing/availing ICD/Loan to/from other entities. Hence, the transaction executed or proposed to be executed with related party are in the ordinary course of business and are on an arm's length basis.

B (1) Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary:

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. <i>Explanation: This shall not be applicable to the listed banks/NBFCs.</i>	Not Applicable
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: <i>Explanation: This shall not be applicable to the listed banks/NBFCs.</i>	Not Applicable
3.	Interest rate charged on loans/inter corporate deposits/advances by the listed entity in the last three financial year : To any Part To Related Party	10 % 10%
4.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	9%*
5.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	10%*
6.	Maturity / due date	365 Days
7.	Repayment schedule & terms	Re-payable on demand
8.	Whether secured or unsecured?	Unsecured
9.	If secured, the nature of security & security coverage ratio	Not Applicable
10.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The ICD/Loan given will be utilized to meet the working capital requirements of the related party.

Note: *The interest rates, due dates and repayment schedule mentioned above is tentative and indicative in nature. The final applicable interest rate at the time of loan disbursement may vary and will be determined based on the prevailing market conditions, the Company's cost of borrowing and the customer's credit profile, credit rating and requirements.

B (2) Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary (if transaction is material RPT)

S. No.	Particulars of the information	Information provided by the management
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1	Latest credit rating of the related party	CRISIL BB/Stable- Long Term CRISIL A4+ - Short Term
2	Default on borrowings, <i>if any</i> , over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	No Default

Except Sh. Sarvesh Sindhu, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item No. 4 of the Notice, save and except to the extent of their shareholding, if any, in SMASL and/or the Company.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the resolution under item no 4 of the Notice.

ITEM NO. 5 OF NOTICE OF AGM

Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with schedule XII thereto, a transaction with a related party shall be considered material where, in case of a listed entity having an annual consolidated turnover upto Rs. 20,000 crore, the value of the transaction(s), either individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity. Accordingly, the materiality threshold (based on financial year 2025-2026 annual, financial statement), for seeking shareholders' approval for material related party transactions of the Company is ₹168.80 lakhs.

Further, Regulation 23(4) of the SEBI Listing Regulations provides that all material related party transactions and subsequent material modifications, as defined by the Audit Committee under Regulation 23(2), shall require prior approval of the shareholders by way of an ordinary resolution. All related parties shall abstain from voting on such resolutions, irrespective of whether they are a party to the particular transaction.

It is further noted that pursuant to the amended provisions of Regulation 23(4) of the SEBI Listing Regulations, the omnibus approval granted by the shareholders for material related party transactions at an Annual General Meeting shall remain valid only up to the date of the next Annual General Meeting held within the timelines prescribed under Section 96 of the Companies Act, 2013, or the rules, notifications or circulars issued thereunder from time to time. Further, where such omnibus approval is granted by the shareholders at a general meeting other than an Annual General Meeting, its validity shall not exceed one year from the date of such approval.

In view of the above, the related party transactions proposed to be entered into by the Company with **Purshottam Buildwell Private Limited (PBPL)**, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, are expected to exceed the aforesaid materiality threshold and, accordingly, require prior approval of the shareholders by way of an Ordinary Resolution.

Accordingly, on the basis of recommendation of the Audit Committee and the approval of the Board of Director of the Company ('the Board') in their respective meeting held on 12th August, 2026, the Board recommends to the members for seeking their approval for entering into such material related party transactions with **PBPL** by way of passing an ordinary resolution.

In accordance with the SEBI Master Circular dated 30th January 2026, read with the Industry Standards on Minimum Information for Review of Audit Committee and Shareholders for Approval of Related Party Transactions issued pursuant to SEBI Circular dated 26th June 2025, a statement containing the prescribed disclosures and minimum information was placed before the Audit Committee. The Committee also considered a certificate issued by the Chief Financial Officer and Chief Executive Officer confirming that the proposed related party transactions with PBPL are in the interest of the Company. After due deliberation, the Audit Committee approved the proposed material related party transaction(s) to be entered into with PBPL and recommended the same to the Board for approval, subject to the approval of the members.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on 12th August 2026, have reviewed and approved the above said material related party transaction(s) and confirmed that these transactions are in ordinary course of business and are on arm's length basis. Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set out in Item No. 5 of the Notice for approval by the members.

In accordance with the SEBI's Master circular dated 30th January 2026 read with 'Industry Standards on Minimum Information to be provided for Review of Audit Committee and Shareholders for approval of Related Party Transactions' are as follows:

A(1) Basic details of the related party:

S.No.	Particulars of the information	Information provided by the management
1	Name of the related party	Purshottam Buildwell Private Limited (PBPL)



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2	Country of incorporation of the related party	India
3	Nature of business of the related party	Engaged in the business of providing real estate services

A (2) Relationship and ownership of the related party:

S.No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity and the related party.	Director and his relatives are director and shareholders in the related party
2	Shareholding of the listed entity, whether direct or indirect, in the related party.	NIL
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
4	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NIL

A (3).Details of previous transactions with the related party:

S.No.	Particulars of the information	Information provided by the management
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	NIL
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	NIL
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	N.A.

A (4). Amount of the Proposed Transaction(s)

S.No.	Particulars of the information	Information provided by the management
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Up to Rs.2500 Lakhs
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	148.10
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	6944.44%



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6.	Financial performance of the related party for the immediately preceding financial year:	2024-25								
		<table><tr><th>Particulars</th><th>Amount in Lakhs</th></tr><tr><td>Turnover</td><td>36.00</td></tr><tr><td>Profit After Tax</td><td>(133.70.)</td></tr><tr><td>Net worth</td><td>352.83</td></tr></table>	Particulars	Amount in Lakhs	Turnover	36.00	Profit After Tax	(133.70.)	Net worth	352.83
Particulars	Amount in Lakhs									
Turnover	36.00									
Profit After Tax	(133.70.)									
Net worth	352.83									

A (5). Basic Details of Proposed Transactions:

S.No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Inter Corporate Deposit/Loan (ICD)given/taken
2.	Details of each type of the proposed transaction	Inter Corporate Deposit/Loan (ICD)given/taken
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 Months
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. <i>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</i>	Up to Rs.2500 Lakhs
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company would be undertaking these transactions in furtherance of its business activities which will help in generating revenue and enhancing business operations of the Company
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i> a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Sh. Sarvesh Sindhu 20 Equity Shares
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	The Company is an NBFC Company and engaged in business of providing/availing ICD/Loan to/from other entities. Hence, the transaction proposed to be executed with related party are in the ordinary course of business and are on an arm's length basis

B (1) Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary

S.No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. <i>Explanation: This shall not be applicable to the listed banks/NBFCs.</i>	Not Applicable
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: <i>Explanation: This shall not be applicable to the listed banks/NBFCs.</i>	Not Applicable
3.	Interest rate charged on loans/inter corporate deposits/advances by the listed entity in the last three financial year : To Any Party (other than related party) To Related Party	10% 10%



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4.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	9% *
5.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	10% *
6.	Maturity / due date	365 Days
7.	Repayment schedule & terms	Re-payable on demand
8.	Whether secured or unsecured?	Unsecured
9.	If secured, the nature of security & security coverage ratio	Not Applicable
10.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The ICD/Loan given will be utilized to meet the working capital requirements of the related party.

Note: *The interest rates, due dates and repayment schedule mentioned above is tentative and indicative in nature. The final applicable interest rate at the time of loan disbursement may vary and will be determined based on the prevailing market conditions, the Company's cost of borrowing and the customer's credit profile, credit rating and requirements.

B (2) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S.No.	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed transaction	Customary covenants as per the prevailing market practice
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	9% *
3.	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i>	Cost of borrowings would inter alia, include the upfront fees and other applicable cost associated with the borrowings and would be determined at the time of borrowing as per the prevailing market conditions
4.	Maturity / due date	365 days
5.	Repayment schedule & terms	Re-payable on demand
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not Applicable
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	To augment liquidity of the Company for carrying out its business as an NBFC.

Note: *The interest rates, due dates and repayment schedule mentioned above is tentative and indicative in nature. The final applicable interest rate at the time of loan disbursement may vary and will be determined based on the prevailing market conditions, the Company's cost of borrowing and the customer's credit profile, credit rating and requirements.

C (1) Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary (if transaction is material RPT)

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party	N.A.
2	Default on borrowings, <i>if any</i> , over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	No Default

C (2) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S.No.	Particulars of the information	Information provided by the management
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks NBFC insurance companies housing finance companies</i>	Not Applicable
	a. Before transaction	
	b. After transaction	



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2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks NBFC insurance companies housing finance companies.</i>	Not Applicable
	a. Before transaction	
	b. After transaction	

Except Sh. Sarvesh Sindhu, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item No. 5 of the Notice, save and except to the extent of their shareholding, if any, in PBPL and/or the Company. However, relatives of Sh. Sarvesh Sindhu are also directors in PBPL.

The members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the resolution under item no 5 of the Notice.

ITEM NO. 6 OF NOTICE OF AGM

Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with schedule XII thereto, a transaction with a related party shall be considered material where, in case of a listed entity having an annual consolidated turnover upto Rs. 20,000 crore, the value of the transaction(s), either individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity. Accordingly, the materiality threshold (based on financial year 2025-2026 annual, financial statement), for seeking shareholders' approval for material related party transactions of the Company is ₹168.80 lakhs.

Further, Regulation 23(4) of the SEBI Listing Regulations provides that all material related party transactions and subsequent material modifications, as defined by the Audit Committee under Regulation 23(2), shall require prior approval of the shareholders by way of an ordinary resolution. All related parties shall abstain from voting on such resolutions, irrespective of whether they are a party to the particular transaction.

It is further noted that pursuant to the amended provisions of Regulation 23(4) of the SEBI Listing Regulations, the omnibus approval granted by the shareholders for material related party transactions at an Annual General Meeting shall remain valid only up to the date of the next Annual General Meeting held within the timelines prescribed under Section 96 of the Companies Act, 2013, or the rules, notifications or circulars issued thereunder from time to time. Further, where such omnibus approval is granted by the shareholders at a general meeting other than an Annual General Meeting, its validity shall not exceed one year from the date of such approval.

In view of the above, the related party transactions entered into and/or proposed to be entered into by the Company with **Mittersen Agro Farms Private Limited (MAFPL)**, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, are expected to exceed the aforesaid materiality threshold and, accordingly, require prior approval of the shareholders by way of an Ordinary Resolution.

Accordingly, on the basis of recommendation of the Audit Committee and the approval of the Board of Director of the Company ('the Board') in their respective meeting held on 12th August, 2026, the Board recommends to the members for seeking their approval for entering into such material related party transactions with MAFPL by way of passing an ordinary resolution.

In accordance with the SEBI Master Circular dated 30 January 2026, read with the Industry Standards on Minimum Information for Review of Audit Committee and Shareholders for Approval of Related Party Transactions issued pursuant to SEBI Circular dated 26 June 2025, a statement containing the prescribed disclosures and minimum information was placed before the Audit Committee. The Committee also considered a certificate issued by the Chief Financial Officer and Chief Executive Officer confirming that the proposed related party transactions with MAFPL are in the interest of the Company. After due deliberation, the Audit Committee approved the proposed material related party transaction(s) entered or to be entered into with MAFPL and recommended the same to the Board for approval, subject to the approval of the members.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on 12th August 2026, have reviewed and approved the above said material related party transaction(s) and confirmed that these transactions are in ordinary course of business and are on arm's length basis. Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set out in Item No. 6 of the Notice for approval by the members.



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In accordance with the SEBI's Master circular dated 30 January 2026 read with 'Industry Standards on Minimum Information to be provided for Review of Audit Committee and Shareholders for approval of Related Party Transactions' are as follows:

A(1) Basic details of the related party:

S. No.	Particulars of the information	Information provided by the management
1	Name of the related party	Mittersen Agro Farms Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Engaged in business of promoting agro industry and providing agricultural products.

A(2) Relationship and ownership of the related party:

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity and the related party.	Director's relative is director in related party
2	Shareholding of the listed entity, whether direct or indirect, in the related party.	NIL
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
4	Shareholding of the related party, whether direct or indirect, in the listed entity.	NIL

A(3) Details of previous transactions with the related party.

S.No.	Particulars of the information	Information provided by the management
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	During the financial year 2025-26, the Company paid interest of Rs.13.11 Lakh on Inter Corporate Loan/Deposit (ICD) taken from related party.
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	An interest of Rs.3.53 Lakh accrued on ICD taken from related party up to the quarter ended 30 th June 2026.
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No Default

A(4). Amount of the Proposed Transaction(s)

S.No.	Particulars of the information	Information provided by the management
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Up to Rs.200 Lakhs
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	11.85%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on	916.60%



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	standalone turnover of related party) for the immediately preceding financial year, if available.									
6.	Financial performance of the related party for the immediately preceding financial year:	2024-25<table><tr><th>Particulars</th><th>Amount in Lakh</th></tr><tr><td>Turnover</td><td>21.82</td></tr><tr><td>Profit After Tax</td><td>11.23</td></tr><tr><td>Net worth</td><td>4062.01</td></tr></table>	Particulars	Amount in Lakh	Turnover	21.82	Profit After Tax	11.23	Net worth	4062.01
Particulars	Amount in Lakh									
Turnover	21.82									
Profit After Tax	11.23									
Net worth	4062.01									

A(5). Basic Details of Proposed Transactions:

S.No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Re-payment of ICD/Loan taken from related party and payment of interest thereon and availing ICD/Loan.
2.	Details of each type of the proposed transaction	Re-payment of ICD/Loan taken from related party and payment of interest thereon and availing ICD/Loan.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 Months
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. <i>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</i>	Up to Rs.200 Lakhs
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company would be undertaking these transactions in furtherance of its business activities which will help in generating revenue and enhancing business operations of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i> a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Sh. Sarvesh Sindhu NIL
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	The Company is an NBFC Company and engaged in business of providing/availing ICD/Loan to/from other entities. Hence, the transaction executed or proposed to be executed with related party are in the ordinary course of business and are on an arm's length basis.

B (1) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S.No.	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed transaction	Customary covenants as per the prevailing market practice
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	9%*
3.	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i>	Cost of borrowings would inter alia, include the upfront fees and other applicable cost associated with the borrowings and would be determined at the time of borrowing as per the prevailing market conditions
4.	Maturity / due date	365 days
5.	Repayment schedule & terms	Re-payable on demand
6.	Whether secured or unsecured	Unsecured



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7.	If secured, the nature of security & security coverage ratio	Not Applicable
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	To augment liquidity of the Company for carrying out its business as an NBFC.

Note: *The interest rates, due dates and repayment schedule mentioned above is tentative and indicative in nature. The final applicable interest rate at the time of loan disbursement may vary and will be determined based on the prevailing market conditions, the Company's cost of borrowing and the customer's credit profile, credit rating and requirements

C (1) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S.No.	Particulars of the information	Information provided by the management
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks NBFC insurance companies housing finance companies</i>	Not Applicable
	a. Before transaction	
	b. After transaction	
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks NBFC insurance companies housing finance companies.</i>	Not Applicable
	a. Before transaction	
	b. After transaction	

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item No. 6 of the Notice, save and except to the extent of their shareholding, if any, in MAFPL and/or the Company. However, one of the relative of Sh. Sarvesh Sindhi is also Director in MAFPL,

The members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the resolution under item no 6 of the Notice.

ITEM NO. 7 OF NOTICE OF AGM

Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with schedule XII thereto, a transaction with a related party shall be considered material where, in case of a listed entity having an annual consolidated turnover upto Rs. 20,000 crore, the value of the transaction(s), either individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity. Accordingly, the materiality threshold (based on financial year 2025-2026 annual, financial statement), for seeking shareholders' approval for material related party transactions of the Company is ₹168.80 lakhs.

Further, Regulation 23(4) of the SEBI Listing Regulations provides that all material related party transactions and subsequent material modifications, as defined by the Audit Committee under Regulation 23(2), shall require prior approval of the shareholders by way of an ordinary resolution. All related parties shall abstain from voting on such resolutions, irrespective of whether they are a party to the particular transaction.

It is further noted that pursuant to the amended provisions of Regulation 23(4) of the SEBI Listing Regulations, the omnibus approval granted by the shareholders for material related party transactions at an Annual General Meeting shall remain valid only up to the date of the next Annual General Meeting held within the timelines prescribed under Section 96 of the Companies Act, 2013, or the rules, notifications or circulars issued thereunder from time to time. Further, where such omnibus approval is granted by the shareholders at a general meeting other than an Annual General Meeting, its validity shall not exceed one year from the date of such approval.

In view of the above, the related party transactions entered into and/or proposed to be entered into by the Company with **ACB (India) Limited (ACB)**, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, are expected to exceed the aforesaid materiality threshold and, accordingly, require prior approval of the shareholders by way of an Ordinary Resolution.

Accordingly, on the basis of recommendation of the Audit Committee and the approval of the Board of Director of the Company ('the Board') in their respective meeting held on 12th August, 2026, the Board recommends to the members for seeking their approval for entering into such material related party transactions with **ACB** by way of passing an ordinary resolution.



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In accordance with the SEBI Master Circular dated 30 January 2026, read with the Industry Standards on Minimum Information for Review of Audit Committee and Shareholders for Approval of Related Party Transactions issued pursuant to SEBI Circular dated 26 June 2025, a statement containing the prescribed disclosures and minimum information was placed before the Audit Committee. The Committee also considered a certificate issued by the Chief Financial Officer and Chief Executive Officer confirming that the proposed related party transactions with **ACB** are in the interest of the Company. After due deliberation, the Audit Committee approved the proposed material related party transaction(s) entered or to be entered into with **ACB** and recommended the same to the Board for approval, subject to the approval of the members.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on 12th August 2026, have reviewed and approved the above said material related party transaction(s) and confirmed that these transactions are in ordinary course of business and are on arm's length basis. Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set out in Item No. 7 of the Notice for approval by the members.

In accordance with the SEBI's Master circular dated 30 January 2026 read with 'Industry Standards on Minimum Information to be provided for Review of Audit Committee and Shareholders for approval of Related Party Transactions' are as follows:

A (1) Basic details of the related party:

S.No.	Particulars of the information	Information provided by the management
1	Name of the related party	ACB (INDIA) LIMITED
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Engaged in the business of providing coal beneficiation service and generation & distribution of power.

A (2) Relationship and ownership of the related party:

S.No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity and the related party.	Director & his relatives are shareholders and directors in the related party.
2	Shareholding of the listed entity, whether direct or indirect, in the related party.	NIL
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
4	Shareholding of the related party, whether direct or indirect, in the listed entity	NIL

A (3).Details of previous transactions with the related party

S.No.	Particulars of the information	Information provided by the management
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	During the financial year ended 2025-26, there was no transaction with the related party
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	There was no transaction up to the quarter ended 30 th June, 2026.
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No Default

A (4). Amount of the Proposed Transaction(s)

S.No.	Particulars of the information	Information provided by the management
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Up to Rs.365 Lakh
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes



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3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	21.62%								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	0.20%								
6.	Financial performance of the related party for the immediately preceding financial year:	2024-25 <table><tr><th>Particulars</th><th>Amount in Lakhs</th></tr><tr><td>Turnover</td><td>182331.04</td></tr><tr><td>Profit After Tax</td><td>7252.05</td></tr><tr><td>Net worth</td><td>240147.70</td></tr></table>	Particulars	Amount in Lakhs	Turnover	182331.04	Profit After Tax	7252.05	Net worth	240147.70
Particulars	Amount in Lakhs									
Turnover	182331.04									
Profit After Tax	7252.05									
Net worth	240147.70									

A (5). Basic Details of Proposed Transactions:

S.No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Re-payment of ICD/Loan taken from related party and payment of interest thereon.
2.	Details of each type of the proposed transaction	Re-payment of ICD/Loan taken from related party and payment of interest thereon.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 Months
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. <i>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</i>	Up to Rs.365 Lakh
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company would be undertaken these transactions in furtherance of its business activities which will help in generating revenue and enhancing business operations of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i> a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Sh. Sarvesh Sindhu 32,23,578 Equity Shares
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	The Company is an NBFC Company and engaged in business of providing/availing ICD/Loan to/from other entities. Hence, the transaction executed or proposed to be executed with related party are in the ordinary course of business and are on an arm's length basis.



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B (1) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S.No.	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed transaction	Customary covenants as per the prevailing market practice
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	9% *
3.	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i>	Cost of borrowings would inter alia, include the upfront fees and other applicable cost associated with the borrowings and would be determined at the time of borrowing as per the prevailing market conditions
4.	Maturity / due date	365 days
5.	Repayment schedule & terms	Re-payable on demand
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	To augment liquidity of the Company for carrying out its business as an NBFC.

Note: * The interest rates, due dates and repayment schedule mentioned above is tentative and indicative in nature. The final applicable interest rate at the time of loan disbursement may vary and will be determined based on the prevailing market conditions, the Company's cost of borrowing and the customer's credit profile, credit rating and requirements

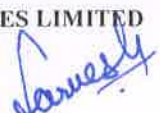
C (1) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S.No.	Particulars of the information	Information provided by the management
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks NBFC insurance companies housing finance companies</i>	Not Applicable
	a. Before transaction	
	b. After transaction	
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks NBFC insurance companies housing finance companies.</i>	Not Applicable
	a. Before transaction	
	b. After transaction	

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item No. 7 of the Notice, save and except to the extent of their shareholding, if any, in ACB and/or the Company. However, one of the relative of Sh. Sarvesh Sindhu is also Chairman and Director in ACB and one of the relative of Sh. Somvir Sindhu is Managing Director in ACB.

The members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the resolution under item no 7 of the Notice.

By Order of the Board of Directors
For SAINIK FINANCE & INDUSTRIES LIMITED


Sarvesh Sindhu
Director
DIN: 06545787

Date: 12th August, 2026
Place: New Delhi

