Sun Retail Limited

NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of the Company will be held on Wednesday, 30th September 2026 at 2:00 PM at the Registered Office of the Company at 722, Gala Empire, Drive in Road, Opp. TV Tower, Thaltej Ahmedabad-380054 Gujarat to consider and transact the following businesses:

Ordinary Business:

1) **To receive, consider and adopt the financial statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon.**

Special Business:

2) **To consider and approve issuance and allotment upto 46,98,32,000 fully convertible equity warrants of the company in one or more tranches by way of preferential basis:**

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreements entered into by the Company with Bombay Stock Exchange (the "Stock Exchange") on which the equity shares of the Company having face value of Re. 1 each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI') and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required , the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board of Directors of the company to create, issue, offer and allot up to 46,98,32,000 Fully Convertible Equity Warrants at issue price of Re. 1/- (Rupee One only) per Convertible Equity Warrant per Convertible Equity Warrant aggregating upto Rs 46,98,32,000/- (Rupees Forty-Six Crore Ninety-Eight Lakh Thirty-Two Thousand Only) or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, convertible into equivalent number of fully paid up equity share of the company of face value of Re. 1/- (Rupee One Only) at an option of the proposed Allottees, within a maximum period of 18 months from the date of allotment of warrants to specified investors, on a preferential basis ("Preferential Issue"), and on such terms and conditions as may be determined by the Board, to the following persons ("Proposed Allottees") as detailed below:

Sr. No.	Name of Proposed Allottees	No. of Equity Shares proposed to be issued	Category
1.	Patel Maulik Kanubhai	2,21,99,562	Public shareholders- Non Institutional – Resident Individuals

2.	Patel Rakeshkumar Narayanbhai	2,21,99,562	Public shareholders- Non Institutional – Resident Individuals
3.	Patel Henilkumar Chandrakant	2,21,99,562	Public shareholders- Non Institutional – Resident Individuals
4.	N N Financial Advisory	3,10,79,387	Public shareholders- Non Institutional – Any other(Partnership Firm)
5.	P J Finserv	3,10,79,387	Public shareholders- Non Institutional – Any other(Partnership Firm)
6.	Patel Kevin Kanubhai	2,21,99,562	Public shareholders- Non Institutional – Resident Individuals
7.	Patel Manubhai Keshavlal	1,10,99,781	Public shareholders- Non Institutional – Resident Individuals
8.	Patel Ashokbhai Gordhanbhai	47,57,049	Public shareholders- Non Institutional – Resident Individuals
9.	Patel Jaymendra Rajendrakumar	2,82,48,649	Public shareholders- Non Institutional – Resident Individuals
10.	Patel Chandrakant Narayanbhai	2,21,99,562	Public shareholders- Non Institutional – Resident Individuals
11.	Arha Online Marketing Private Limited	3,10,79,387	Public - Non-Institutional – Body Corporate
12.	Briny Digitalize Private Limited	3,07,62,250	Public - Non-Institutional – Body Corporate
13.	Varcas Decor Private Limited	3,07,62,250	Public - Non-Institutional – Body Corporate
14.	Shree Nathji Cold Storage Private Limited	3,07,62,250	Public - Non-Institutional – Body Corporate
15.	Venece Merchandise Private Limited	12,92,03,800	Public - Non-Institutional – Body Corporate
	Total	**46,98,32,000**	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the warrant is Monday, August 31, 2026 ("Relevant Date") being the date 30 days prior to the date on which this resolution shall be considered to be passed.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Warrant convertible into Equity Shares under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a) Each Warrant held by the proposed allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Re. 1/- (Rupee One Only). The Equity Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.

b) The proposed Equity Warrant allottees shall, on the date of allotment of Equity Warrants, pay an amount equivalent to at least 25% of the warrant issue price shall be payable upfront along with the application and the balance 75% shall be payable by the Proposed Allottee on the exercise of option of conversion of the warrant(s).
c) The Proposed Allottee shall pay the consideration of Equity Warrants convertible into equity shares to the company from its respective bank account and in case of joint holders the consideration shall be paid from the bank account of person whose name appears first in the application.
d) The Equity Shares proposed to be allotted pursuant to the conversion of these Equity Warrants shall be under lock in for such period as may be prescribed under SEBI ICDR Regulations.
e) The Convertible Equity Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
f) The Convertible Equity Warrants shall be allotted to the proposed allottee within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Convertible Equity Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
g) The Convertible Equity Warrant holder may apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Equity Warrants on the payment of the specified consideration against each warrant.
h) In the event the Equity Warrant Holder(s) Equity does not exercise Warrants within the Equity Warrant Exercise Period (i.e.18 months from the date of allotment of Equity Warrants), the Equity Warrants shall lapse, and the amount paid shall stand forfeited by the Company.
i) The issue of Equity shares on account of exercise option by proposed allottee shall rank pari passu with the existing paid-up equity shares of the company.
j) The issue of Equity Warrants arising from the exercise of Equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
k) The Equity Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Equity Warrants.
l) The price determined above and the number of Equity Shares to be allotted to the exercise of Equity Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
m) The Equity Shares arising from the exercise of the Equity Warrants will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permission and approvals as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the company, be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants convertible into equity shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT any Board of Directors of the company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution”

3) **Regularization of appointment of Mrs. Khyati Bhavya Shah (DIN: 09430457) as Non-Executive Independent Director of the company:**

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

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mrs. Khyati Bhavya Shah (DIN: 09430457) who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, being eligible, be and is hereby appointed as an Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years, i.e., from 16th April, 2026 to 15th April, 2031.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

4) **Regularization of appointment of Mr. Bharatbhai Kanjibhai Patel (DIN: 11815519) as Non-Executive Non-Independent Director of the company:**

*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 152, 160 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the appointment of Mr. Bharatbhai Kanjibhai Patel (DIN: 11815519), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, and who is eligible for appointment, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

5) **Regularization of appointment of Mr. Sanjay Patil (DIN: 11912512) as Managing Director of the company and approval of his terms of appointment including remuneration:**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard from any authority and as agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), consent of the Members of the Company be and is hereby accorded to appoint Mr. Sanjay Patil (DIN: 11912512) as Managing Director of the Company, for a period of 5 (Five) years with **effect from 27th August, 2026** liable to retire by rotation and on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and or remuneration as it may deem fit and as may be acceptable to **Mr. Sanjay Patil (DIN: 11912512)** subject to the same not exceeding the limits specified in this resolution or any supplement approval thereof.

Terms and conditions of Appointment and Remuneration:

1) Tenure of Appointment:

For a period of 5 years commencing **w.e.f 27th August, 2026 to 26th August, 2031**.

2) Nature of duties:

(a) Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Managing Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Managing Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in him as such, as well by the Articles of Association and/or the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to be exercised by the Company in General Meeting or by the Board.

(b) The Managing Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

3) **Remuneration**:

Basic Gross Salary not exceeding Rs. 6,00,000/- (Rupees Six Lakhs Only) per annum (inclusive of all salary, perquisites, benefits, incentives and allowances) with an annual increment of up to 30% on a year-on-year basis thereafter. Mr. Sanjay Patil (DIN: 11912512) shall be entitled to reimbursement of expenses incurred for the business of the Company, as may be approved by the Board of Directors from time to time.

The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company and further subject to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Executive Directors of the Company taken together.

Provided, however, that in the event of absence or inadequacy of profit, the Managing Director shall be entitled to remuneration mentioned above within the overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013.

Apart from the above-mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Executive Director;

(a) The Managing Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.

(b) The Managing Director hereby covenant that during his tenure of office as such, he shall not be interested or otherwise concerned directly, or through his wife and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, his appointment as Managing Director shall cease.

(c) This appointment may be terminated by three months' notice on either side or the Company paying three months remuneration in lieu of such notice.

(d) The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice in the following circumstances;

- if the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which he is required to render services; or
- In the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations to be executed between the Company and the Managing Director; or
- In the event the Board expresses its loss of confidence in the Managing Director.
- In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- Up on the termination by whatever means of the Managing Director 's employment;

1. The Managing Director shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries 'and associated companies of which the Executive Director is at the material time a Director or other officer;

2. The Managing Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or associated companies.

3. The Managing Director's appointment is by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 167 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the director of the company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

Registered Office:
7th Floor, 722, Gala Empire, Drive in Road,
Opp. Tv Tower, Thaltej Road,
Ahmedabad-380054 Gujarat

Date: 08th September 2026
Place: Ahmedabad

By order of the Board,
For, **Sun Retail Limited**

Sd/-
Sanjay Patil
Managing Director
DIN: 11912512

Notes:

1. The Ministry of Corporate Affairs ('MCA'), vide General Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020 along with subsequent circulars issued by the Ministry of Corporate Affairs in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025, 09/2024 dated September 19, 2024, 09/2023 dated September 25, 2023, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022

and 20/2020 dated May 05, 2020 (hereinafter collectively referred to as 'MCA Circulars') and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 along with subsequent circulars issued by the Securities and Exchange Board of India ('SEBI') in this regard (collectively referred to as 'SEBI Circulars'), permitted holding of Annual General Meeting ('AGM') through VC/OAVM facility and dispensed with the physical presence of the Members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circulars, the 19th (Nineteenth) Annual General Meeting ('AGM') of the Members of the Company is being held through VC/OAVM facility. The Registered Office of the Company shall be deemed to be the venue for the 19th (Nineteenth) AGM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this 19th AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the 19th AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. Since the AGM will be held through VC facility, the Route Map is not annexed in this Notice.

4. The Members can join the 19th 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 19th 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 19th AGM without any restriction on account of first come first served basis.

5. The attendance of the Members attending the 19th AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members/List of Beneficial Owners of the Company will be entitled to vote at the AGM.

6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secret arial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 19th 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 e-voting on the date of the 19th AGM will be provided by NSDL.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 19th AGM has been uploaded on the website of the Company at https://sunretail.in/General_Notice.html. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and from the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com respectively.

8. Members who would like to express their views or ask questions during 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/ folio number, PAN, mobile number at sun_retail@yahoo.com up to Wednesday, 23rd September, 2026. Those Members who have registered themselves shall be given an opportunity of speaking live in AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM and avoid repetition of questions.

9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 ("the Act") and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic

inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to sun_retail@yahoo.com.

10. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended ***31st March, 2026*** is uploaded on the Company's website https://sunretail.in/idesk.html and can be accessed by the members from there.

11. Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder, Regulation 36 of the SEBI (LODR) Regulations and the MCA/SEBI Circulars, the Company will send the Annual Report along with the Notice of the AGM and other communications through electronic mode to those Members whose e-mail addresses are registered with the Depository Participants ("DPs")/Company/Registrar and Share Transfer Agent ("RTA"). Members who have not registered their e-mail address in their demat accounts are requested to update/register their e-mail address immediately with their respective DPs.

12. All shareholders are requested to dematerialize their shareholding immediately as The Securities and Exchange Board of India (SEBI) has mandated the transfer of shares only in demat mode. Regulation 40 of the Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities held in physical form shall be effected only in dematerialized mode. Further, SEBI vide Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 available on the Company's website. Members can contact the Company or the Registrar and Share Transfer Agent ("RTA") for any assistance in this regard. Please note that any service request can be processed only after the folio is KYC compliant.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent,

    Bigshare Services Private Limited,
    A-802, Samudra Complex, off C G Road,
    Navrangpura, Near Girish Cold Drinks,
    Ahmedabad 380009, Gujarat, India
    Investor Grievance Email: bssahd@bigshareonline.com

14. Members are requested to address all correspondence pertaining to their securities mentioning either the Folio Number/Client ID or DP ID numbers, as applicable, including any change of address, e-mail if any, to the Registrar and Transfer Agent of the Company viz.:

    Bigshare Services Private Limited,
    A-802, Samudra Complex, off C G Road,
    Navrangpura, Near Girish Cold Drinks,
    Ahmedabad 380009, Gujarat, India
    Investor Grievance Email: bssahd@bigshareonline.com

    The Company has appointed Mr. Himanshu Surendrakumar Gupta of M/s. Himanshu S K Gupta & Associates, Practicing Company Secretaries, as the Scrutinizer, to scrutinize the entire voting process in a fair and transparent manner.

    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. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 23rd September 2026.

1. **Voting through electronic means:**
In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice of 19th AGM through electronic voting system, to members holding shares as on Wednesday, 23rd September, 2026, being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-AGM.

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

The remote e-voting period begins on **Saturday, 26th September 2026 at 09:00 A.M. (IST)** and ends on **Tuesday, 29th September, 2026 at 05:00 P.M. (IST)**.

The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date), i.e. **Wednesday, 23rd September, 2026**, may cast their vote electronically. The voting rights of the shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Wednesday, 23rd September, 2026**

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 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 securities in demat mode with NSDL.	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 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. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID

Type of shareholders	Login Method
	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 e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are 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 4. 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.
	5. 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	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending

Type of shareholders	Login Method
	OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) 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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider 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.

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

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

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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send 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 e-mail to himanshuskgupta@live.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 www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (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 Ms. Pallavi Mhatre 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:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to

2. In case shares are held in demat mode, please provide 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) to sun_retail@yahoo.com .If you are an Individual shareholders holding securities in demat mode, you are requested to 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**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. 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.

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" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join 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 views/have questions may send their questions in advance by **Wednesday, 23rd September, 2026** mentioning their name, demat account number/folio number, email id, mobile number at sun_retail@yahoo.com The same will be replied by the company suitably.

General Instructions:

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

b. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website ://www.sunretail.in/idesk.html. within two (2) working days of passing of the resolutions at the AGM of the Company and communicated to the BSE (SME) Limited.

Explanatory Statement as per Section 102 of the Companies Act, 2013 is mentioned below.

Item 2: To consider and approve issuance and allotment upto 46,98,32,000 fully convertible equity warrants of the company in one or more tranches by way of preferential basis:

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re- enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue of 46,98,32,000 Convertible Equity Warrants by way of preferential basis to allottees ("Proposed Allottees") at an issue price of Re.1/- (Rupee One only) per warrant ("Issue Price") or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations.

It may be noted that;

1. The Company has fully paid-up shares as on date.
2. The current holding of Proposed Allottees in the Paid-up equity share capital of the Company is as follows:

Sr. No.	Name of Proposed Allottee	Category	No. of Equity Shares already Held	% of equity shares held by proposed allottee	Ultimate Beneficial Owner
1.	Patel Maulik Kanubhai	Public shareholders- Non Institutional – Resident Individuals	0	0	NA
2.	Patel Rakeshkumar Narayanbhai	Public shareholders- Non Institutional – Resident Individuals	48,000	0.03	NA
3.	Patel Henilkumar Chandrakant	Public shareholders- Non Institutional – Resident Individuals	48,000	0.03	NA
4.	N N Financial Advisory	Public shareholders- Non Institutional – Any other (Partnership Firm)	0	0	1.Nirmal Shaileshkumar Patel. 2.Patel Nitinkumar. (Partners of N N Financial Advisory)
5.	P J Finserv	Public shareholders- Non Institutional – Any other (Partnership Firm)	0	0	1.Patel Pranjal Pravinbhai. 2.Brijeshbhai Ghanshyambhai Jansari (Partners of P J Finserv)
6.	Patel Kevin Kanubhai	Public shareholders- Non Institutional – Resident Individuals	48,000	0.03	NA
7.	Patel Manubhai Keshavlal	Public shareholders- Non Institutional – Resident Individuals	0	0	NA
8.	Patel Ashokbhai Gordhanbhai	Public shareholders- Non Institutional – Resident Individuals	0	0	NA

9.	Patel Jaymendra Rajendrakumar	Public shareholders-Non Institutional – Resident Individuals	0	0	NA
10.	Patel Chandrakant Narayanbhai	Public shareholders-Non Institutional – Resident Individuals	48,000	0.03	NA
11.	Arha Online Marketing Private Limited	Public - Non-Institutional – Body Corporate	0	0	1.Sunil Ghanshyambhai Patel. 2.Raj Dhirajbhai Desai.
12.	Briny Digitalize Private Limited	Public - Non-Institutional – Body Corporate	0	0	1.Shreepad Hasmukhbhai Patel/ 2. Nishant Patel
13.	Varcas Decor Private Limited	Public - Non-Institutional – Body Corporate	0	0	1.Henil Rameshbhai Patel 2.Harshadbhai Jethalal Ganatara.
14.	Shree Nathji Cold Storage Private Limited	Public - Non-Institutional – Body Corporate	0	0	1.Sonal Hardikbhai Halvadia. 2.Patel Kosha
15.	Venece Merchandise Private Limited	Public - Non-Institutional – Body Corporate	0	0	1. Harish Kumar 2. Jagdishkumar Maneelal Chauhan

Note: The current holding of proposed allottees disclosed above is based on the Benpos as on Friday, September 04, 2026.

The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;

The Company has obtained the Permanent Account Numbers of the proposed allottees. In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of fully convertible equity warrants are as under:

1. **Particulars of the Preferential Issue including date of passing of Board resolution:**
   The Board of Directors at their meeting held on Tuesday, September 08, 2026, subject to the approval of the Members in the AGM and such other approvals as may be required, approved the issuance of up to 469832000 Convertible Equity Warrants at issue price of Re. 1/- (Rupee One only) per Equity Warrant, aggregating up to Rs 46,98,32,000/- (Rupees Forty-Six Crore Ninety-Eight Lakh Thirty-Two Thousand only) or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations for cash consideration to a selected group of persons on a preferential basis.

2. **Kinds of securities offered and the price at which security is being offered and the aggregate amount proposed to be raised:**
   Up to 46,98,32,000 Convertible Equity Warrants at an issue price of Re.1/- (Rupee One only) per Equity Warrant, up to Rs 469832000/- (Rupees Forty-Six Crore Ninety-Eight Lakh Thirty-Two Thousand only).

3. **Objects of the Preferential Issue:**
   The Company intends to utilize the proceeds raised through the Preferential Issue (Issue Proceeds) towards the following objects: For working capital requirements and General corporate purpose.

Sr. No.	Particulars	% of total amount raised	Total estimated amount to be utilised upto (In Rs.) *	Tentative timeline for utilization of issue proceeds from the date of receipt of fund
1.	Working Capital Purpose	95%	44,63,40,400	1 year
2.	General Corporate purpose	5%	2,34,91,600	1 year
	Total	**100.00**	**46,98,32,000**	

Given that the Preferential Issue is for Convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by the Company, the entire Issue Proceeds would be utilized in phases, as per the Company's business requirements and availability of Issue Proceeds, within the period as mentioned above.

The amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

4. **The class or classes of persons to whom the allotment is proposed to be made:**
The allotment is proposed to be made under the category of Promoters/ Public on Preferential basis.

5. **Maximum number of specified securities to be issued:**
469832000 Convertible Equity Warrants.

6. **Relevant Date:**
In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is Monday, August 31, 2026, being the date 30 days prior to the date of AGM.

7. **Basis on which the price has been arrived at and justification for the price (including premium, if any):**

The Company is required to obtain a valuation report in accordance with Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as certain proposed allottees are being allotted warrants convertible into equity shares in excess of five percent of the post-issue fully diluted share capital of the Company. The details of such allottees are as follows:

Sr. No.	Name of the Allottee	No. of shares	Percent of the post issue fully diluted share capital of the issuer
1.	Venece Merchandise Private Limited	12,92,03,800	20.67

The equity shares of the company are listed on stock exchange BSE Limited and are frequently traded in accordance with regulation 166A of the ICDR Regulations has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. The floor price of Rs.0.52/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares:

Sr. No	Method	Value per Equity Share (in Rupees) (A)	Weights (B)	Weighted (C=A*B)
1.	Price Earning Capacity Value Method	0.05	1	0.05

2.	Net Assets Value Method	1.06	2	2.12
3.	Market Value Method	0.32	3	0.96
		Total (D)	**6**	**3.14**
			Floor Price (In Rupees) (Total of C / D)	**0.52**

The price determined by the valuation report dated September 08, 2026 issued by CS Abhishek Chhajed, Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/13674): Rs. 0.52/- per share.

As per section 53 of the companies Act, 2013 a company cannot issue shares at discount except for issue of sweat equity shares within the meaning of section 54 of the companies Act, 2013.

The Board proposes to issue the warrant at a price of Rs. 1.00/- per warrant, which is not less than the above floor price determined in accordance with SEBI ICDR Regulations. The Board found it justified considering current scenario of the Company etc.

The valuation reports have been uploaded on the Company's website, and the link thereto is as follows: https://www.sunretail.in/idesk.html

8. The intent of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

None of the Promoters and Promoter group/ Director(s)/Key Managerial Personnel of the issuer intends to subscribe to the Offer. Further, apart from the below mentioned Promoter and Promoter group, no other Promoter(s)/ Director(s)/Key Managerial Personnel(s) intends to subscribe to the offer:

9. Pre and Post Preferential issue Shareholding pattern of the Company:

The Equity Warrants are proposed to be allotted to the promoters/Public. Details of shareholding of the Promoters and Non-promoters in the Company, prior to and after the proposed Preferential Issue, are as under:

Category of Investor	**Pre-Issue Equity Shares**		**Post Issue Equity Shares***	
	Total No. of Shares	**% Of Total Shares**	**Total No. of Shares**	**% of Total Shares**
Promoter and Promoter Group				
Indian				
Indian/HUF	0	0	0	0
Body Corporate	0	0	0	0
Sub Total (A)(1)	**0**	**0**	**0**	**0**
Foreign				
Sub Total (A)(2)	**-**	**-**	**-**	**-**
Total Promoter Shareholding A= (A)(1) + (A)(2)	0	0	**0**	**0**
Non-Promoters shareholding				
Institutions				
Institutional Investors Domestic	-	-	-	
Institutional Investors Foreign	-	-		

Alternate Investment Fund	-	-	-	
Sub- Total B (1)	-	-		
Non- Institutions				
Individuals / Directors /KMP	13,92,86,960	89.77	29,43,90,249	47.10
Bodies Corporate & LLP	91,79,040	5.92	26,17,48,977	41.88
HUF	52,32,000	3.37	52,32,000	0.84
Other (Including Partnership Firm, NRIs, Clearing Member, Foreign Nationals and Trusts)	14,70,000	0.95	6,36,28,774	10.18
Sub- Total B (2)	**15,51,68,000**	**100**	**62,50,00,000**	**100**
Total Public Shareholding B= (B)(1) + (B)(2)	**15,51,68,000**	**100**	**62,50,00,000**	**100**
Total A+B	**15,51,68,000**	**100**	**62,50,00,000**	**100**

Note:

1) The Pre-Issue Shareholding Pattern is based on Benpos as on September 04, 2026.
2) *The post-preferential shareholding percentages have been computed on the assumption that all 469832000 warrants, as specified in Item No. 2 of the Notice of the Annual General Meeting, will be converted into equity shares.
3) The post issue shareholding pattern, in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the 469832000 Equity Warrants which gets converts into Equity Shares. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares they intent to do so, the shareholding pattern in the above table would undergo corresponding changes.
4) It is further assumed that shareholding of the Company in all other categories will remain unchanged.
5) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Warrants of the Company.

10. Time frame within which the Preferential Issue shall be completed:

As prescribed under the SEBI ICDR Regulations, 2018 the Equity Warrant convertible into equity shares shall be allotted by the Company within a period of 15 days from the date of passing of this Special Resolution, provided that where the allotment of the proposed Equity warrants convertible into equity shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

11. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue and Identity of the natural persons who are the ultimate beneficial owners of the Equity Warrants proposed to be allotted and/or who ultimately control the proposed allottees:

Sr. No.	**Prrposed Allottee**	**Category**	**Ultimate Beneficial Owners**	***Pre-issue Shareholding**		**No. of Warrants issued**	**Post Issue Shreholding****	
				No. of Equity Shares	**% of share holding**		**No. of Equity Shares**	**% of share holding**

1.	Patel Maulik Kanubhai	Public shareholders-Non Institutional – Resident Individuals	Not Applicable	0	0	2,21,99,562	2,21,99,562	3.55
2.	Patel Rakeshkumar Narayanbhai	Public shareholders-Non Institutional – Resident Individuals	Not Applicable	48000	0.03	2,21,99,562	2,22,47,562	3.55
3.	Patel Henilkumar Chandrakant	Public shareholders-Non Institutional – Resident Individuals	Not Applicable	48000	0.03	22199562	2,22,47,562	3.55
4.	N.N Financial Advisory	Public shareholders-Non Institutional – Any other (Partnership Firm)	1.Nirmal Shaileshkumar Patel. 2.Patel Nitinkumar.	0	0	3,10,79,387	3,10,79,387	4.97
5.	PJ Finserv	Public shareholders-Non Institutional – Any other (Partnership Firm)	1.Patel Pranjal Pravinbhai. 2.Brijeshbhai Ghanshyambhai Jansari	0	0	3,10,79,387	3,10,79,387	4.97
6.	Patel Kevin Kanubhai	Public shareholders-Non Institutional – Resident Individuals	Not Applicable	48000	0.03	22199562	2,22,47,562	3.55
7.	Patel Manubhai Keshavlal	Public shareholders-Non Institutional – Resident Individuals	Not Applicable	0	0	1,10,99,781	1,10,99,781	1.78
8.	Patel Ashokbhai Gordhanbhai	Public shareholders-Non Institutional – Resident Individuals	Not Applicable	0	0	47,57,049	47,57,049	0.76
9.	Patel Jaymendra Rajendrakumar	Public shareholders-Non Institutional – Resident Individuals	Not Applicable*	0	0	2,82,48,649	2,82,48,649	4.52

10.	Patel Chandrakant Narayanbhai	Public shareholders- Non Institutional – Resident Individuals	Not Applicable	48000	0.03	2,21,99,562	2,22,47,562	3.55
11.	Arha Online Marketing Private Limited	Public - Non-Institutional – Body Corporate	1.Sunil Ghanshyambhai Patel. 2.Raj Dhirajbhai Desai.	0	0	3,10,79,387	3,10,79,387	4.97
12.	Briny Digitalize Private Limited	Public - Non-Institutional – Body Corporate	1.Shreepad Hasmukhbhai Patel/ 2. Nishant Patel	0	0	3,07,62,250	3,07,62,250	4.92
13.	Varcas Decor Private Limited	Public - Non-Institutional – Body Corporate	1.Henil Rameshbhai Patel 2.Haeshadbhai Jethalal Ganatara.	0	0	3,07,62,250	3,07,62,250	4.92
14.	Shree Nathji Cold Storage Private Limited	Public - Non-Institutional – Body Corporate	1.Sonal Hardikbhai Halvadia. 2.Patel Kosha	0	0	3,07,62,250	3,07,62,250	4.92
15.	Venece Merchandise Private Limited	Public - Non-Institutional – Body Corporate	1. Harish Kumar 2 Jagdish kumar Maneelal Chauhan	0	0	12,92,03,800	12,92,03,800	20.67

* The post preferential shareholding percentages have been computed on the assumption that all 469832000 warrants, as specified in Item No.2 of the Notice of the Annual General Meeting, will be converted into equity shares.

12. The current and proposed status of the allottees post the preferential issues namely, non-promoter:

Sr. No.	Proposed Allottee	Status pre-Issue	Status post-Issue	No. of Warrants issued
1.	Patel Maulik Kanubhai	Public shareholders- Non Institutional – Resident Individuals	Public shareholders- Non Institutional – Resident Individuals	22199562
2.	Patel Rakeshkumar Narayanbhai	Public shareholders- Non Institutional – Resident Individuals	Public shareholders- Non Institutional – Resident Individuals	22199562
3.	Patel Henilkumar Chandrakant	Public shareholders- Non Institutional – Resident Individuals	Public shareholders- Non Institutional – Resident Individuals	22199562
4.	N.N Financial Advisory	Public shareholders- Non Institutional – Any	Public shareholders- Non Institutional – Any	31079387

		other(Partnership Firm)	other(Partnership Firm)	
5.	PJ Finserv	Public shareholders- Non Institutional – Any other (Partnership Firm)	Public shareholders- Non Institutional – Any other (Partnership Firm)	31079387
6.	Patel Kevin Kanubhai	Public shareholders- Non Institutional – Resident Individuals	Public shareholders- Non Institutional – Resident Individuals	22199562
7.	Patel Manubhai Keshavlal	Public shareholders- Non Institutional – Resident Individuals	Public shareholders- Non Institutional – Resident Individuals	11099781
8.	Patel Ashokbhai Gordhanbhai	Public shareholders- Non Institutional – Resident Individuals	Public shareholders- Non Institutional – Resident Individuals	4757049
9.	Patel Jaymendra Rajendrakumar	Public shareholders- Non Institutional – Resident Individuals	Public shareholders- Non Institutional – Resident Individuals	28248649
10.	Patel Chandrakant Narayanbhai	Public shareholders- Non Institutional – Resident Individuals	Public shareholders- Non Institutional – Resident Individuals	22199562
11.	Arha Online Marketing Private Limited	Public - Non-Institutional – Body Corporate	Public - Non-Institutional – Body Corporate	31079387
12.	Briny Digitalize Private Limited	Public - Non-Institutional – Body Corporate	Public - Non-Institutional – Body Corporate	30762250
13.	Varcas Decor Private Limited	Public - Non-Institutional – Body Corporate	Public - Non-Institutional – Body Corporate	30762250
14.	Shree Nathji Cold Storage Private Limited	Public - Non-Institutional – Body Corporate	Public - Non-Institutional – Body Corporate	30762250
15.	Venece Merchandise Private Limited	Public - Non-Institutional – Body Corporate	Public - Non-Institutional – Body Corporate	129203800

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The allotment is proposed to be made for consideration in cash.

14. Intimation on conversion of securities or on lapse of the tenure of the instrument:

469832000 Convertible Equity Warrants would be allotted only upon payment of 25% of the price of Equity warrant at the time of allotment. Each Equity warrant is convertible into 1 Equity Share and the conversion can be exercised at any time within a period of 18 months from the date of allotment, in one or more tranches, as the case may be and on such other terms and conditions as applicable. Option for conversion of warrants will be available upon payment of full price of warrant before such exercise of option.

15. Change in Control, if any, in the Company consequent to the preferential issue:

There shall be no change in the management or control of the Company pursuant to the issue of Equity warrants on preferential basis.

16. **Lock-in Period:**

The Equity Warrants allotted on account of the exercise of option by the warrant holder shall be locked for such period as specified under Regulation 167, 168 and other applicable regulations of SEBI ICDR Regulations.

17. **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of the number of securities as well as price:**

During the year, the company has not made any preferential issue.

18. **Material terms of raising such warrants:**

As mentioned in the proposed resolution.

19. **Undertakings:**

a) Every Director and Promoter of the company has individually given an undertaking declaring that none of them is declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.

b) Every Directors and Promoter of the company has individually given an undertaking declaring that none of them is declared as a fugitive economic offender as defined under the SEBI ICDR Regulations.

c) In the event the price of the securities determined in accordance with the provisions of SEBI ICDR Regulations is different from the price determined by the company, the issue price shall be re-computed in terms of the provision of the SEBI ICDR Regulation.
d) That if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

20. **Certificate from Practicing Company Secretary:**

The certificate from M/s. CS Himanshu Gupta, Partner Of M/S. Himanshu Sk Gupta & Associates, Practicing Company Secretary (Membership No. F12183/COP:22596), certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's Website link: https://www.sunretail.in/idesk.html

All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the registered office of the Company during working hours on all working days from the date of dispatch of notice till 05:00 PM hours on Tuesday, September 29, 2026.

21. **None of the other Directors, Key Managerial Personnel (KMP) of the Company and/or their respective relatives are deemed to be, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any.**

Item: 3: Appointment of Mrs. Khyati Bhavya Shah (DIN: 09430457) as Non-Executive Independent Director of the company:

The Board of Directors, at its meeting held on April 16, 2026, appointed Mrs. Khyati Bhavya Shah (DIN: 09430457) with effect from April 16, 2026, as an Additional Director, designated as an Independent Director of the Company. The Board of Directors also approved that the tenure of office of Mrs. Khyati Bhavya Shah as an Independent Director will be for a term of 5 (five) consecutive years from April 16, 2026, subject to approval of the members of the Company.

Mrs. Khyati Bhavya Shah is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received a declaration from Khyati Bhavya Shah that she meets the criteria of independence under Section 149(6) of the Act and that she is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature Mrs. Khyati Bhavya Shah for the office of Independent Director of the Company.

In the opinion of the Board, she fulfils the conditions prescribed under the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and is independent of the management. She is a qualified Company Secretary, B.Com. and LL.B., with over 7 years of experience in Corporate and Allied Laws, finance and corporate compliance. She has extensive experience in incorporating entities, drafting and reviewing legal documents and agreements, statutory records and handling various corporate and regulatory matters. Her professional expertise and effective communication and stakeholder management skills will enable her to provide valuable and objective guidance to the Board.

Details of Mrs. Khyati Bhavya Shah, pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, are provided in the table below. She shall be entitled to sitting fees for attending meetings of the Board or its Committees, reimbursement of expenses incurred for participation in such meetings, and commission, if any, within the limits prescribed under Section 197 of the Act, as may be decided by the Board of Directors.

In accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Mrs. Khyati Bhavya Shah as an Independent Director requires approval of the members of the Company.

Accordingly, approval of the members through Ordinary Resolution is sought for appointment of Khyati Bhavya Shah as an Independent Director of the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except Khyati Bhavya Shah.

Item: 4: Appointment of Mr. Bharatbhai Kanjibhai Patel (DIN: 11815519) as Non-Executive Non-Independent Director of the company:

The Board of Directors, at its meeting held on 27th August, 2026, appointed Mr. Bharatbhai Kanjibhai Patel (DIN: 11815519), with effect from 27th August, 2026, as an Additional Director, designated as a Non-Executive Non-Independent Director of the Company, pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), subject to the approval of the members of the Company.

Mr. Bharatbhai Kanjibhai Patel is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received the necessary disclosures and declarations from him confirming that he is not disqualified from being appointed as a Director under the provisions of the Act and that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other statutory authority.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Bharatbhai Kanjibhai Patel for appointment as a Director of the Company.

Mr. Bharatbhai Kanjibhai Patel is an experienced business owner with expertise in grocery store operations, inventory management, procurement and customer service. He possesses practical experience in managing suppliers, maintaining optimal inventory levels and ensuring efficient day-to-day business operations. His experience in business management, procurement and customer relationship management is expected to contribute valuable insights to the deliberations of the Board and support the Company's objective of sustainable business growth.

The Board is of the opinion that Mr. Bharatbhai Kanjibhai Patel possesses the requisite qualifications, experience and expertise for appointment as a Non-Executive Non-Independent Director of the Company and that his association with the Board would be beneficial to the Company.

Details of Mr. Bharatbhai Kanjibhai Patel, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, are provided in the table below.

Mr. Bharatbhai Kanjibhai Patel shall be entitled to sitting fees for attending meetings of the Board or its Committees and reimbursement of expenses incurred for participation in such meetings, and remuneration/commission, if any, within the limits prescribed under Section 197 and other applicable provisions of the Act, as may be decided by the Board of Directors.

In accordance with the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013, the appointment of Mr. Bharatbhai Kanjibhai Patel as a Director requires approval of the members of the Company.

Accordingly, approval of the members through Ordinary Resolution is sought for the appointment of Mr. Bharatbhai Kanjibhai Patel as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation in accordance with the provisions of the Act.

Except Mr. Bharatbhai Kanjibhai Patel, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item: 5: Regularization of Appointment of Mr. Sanjay Patil (DIN: 11912512) as Managing Director of the company and approval of his terms of appointment including remuneration:

Mr. Sanjay Patil, aged 39 years, has completed his Higher Secondary education and possesses extensive experience in the gold and jewellery manufacturing industry. He has specialised knowledge of various jewellery manufacturing techniques, including handmade, machine-made and casting jewellery, and has sound knowledge of international market quality standards, modern jewellery manufacturing machinery, production processes and precious metals. He also possesses substantial experience in quality control and production management.

In his capacity as Managing Director of the Company, Mr. Sanjay Patil is responsible for overseeing the overall operations of the Company, including strategic planning, business development, production management and key managerial decision-making. His extensive industry experience, leadership capabilities and strong professional network have contributed significantly to strengthening the Company's market presence, improving operational efficiency, developing strategic business relationships and supporting the Company's sustainable growth.

Mr. Sanjay Patil is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Managing Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sanjay Patil as Managing Director, and approval of his terms of appointment including remuneration for the approval of the shareholders of the Company by special resolution.

None of the Directors and KMP of the company is related to Mr. Sanjay Patil in any manner.

Except Mr. Sanjay Patil, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Nature of duties:

Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Managing Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Managing Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in him as such, as well by the Articles of Association and for the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.

The Managing Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

The principal terms and conditions of appointment of Mr. Sanjay Patil as Managing Director are as follows:

Remuneration:

Basic Gross Salary not exceeding Rs. 6,00,000/- (Rupees Six Lakhs Only) per annum (inclusive of all salary, perquisites, benefits, incentives and allowances) with an annual increment of up to 30% on a year-on-year basis thereafter. Mr. Sanjay Patil shall be entitled to reimbursement of expenses incurred for the business of the Company, as may be approved by the Board of Directors from time to time.

The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company and further subject to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Executive Directors of the Company taken together.

Provided, however, that in the event of absence or inadequacy of profit, the Managing Director shall be entitled to remuneration mentioned above within the overall maximum remuneration-specified in Table A of Section II of Schedule V to the Companies Act, 2013.

Apart from the above-mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Managing Director;

1. The Managing Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.

2. The Managing Director hereby covenant that during his tenure of office as such, he shall not be interested or otherwise concerned directly, or through his spouse and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, his appointment as Managing Director shall cease.

3. This appointment may be terminated by three months' notice on either side or the Company paying three months remuneration in lieu of such notice.

4. The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice;

a. If the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which he is required to render services; or

b. In the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations to be executed between the Company and the Managing Director; or

c. In the event the Board expresses its loss of confidence in the Managing Director.

d. In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

Up on the termination by whatever means of the Managing Director's employment;

- The Managing Director shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries' and associated companies of which the Managing Director is at the material time a Director or other officer;
- The Managing Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or associated companies.
- The Managing Director's appointment is by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 167 of the Act.
- The relevant details as required under Schedule V to the Companies Act, 2013 are provided hereunder;

General Information

1. **Nature of Industry:**

The Company is primarily engaged in the business of branding and trading of various edible oils and agro and non-agro commodities.

2. **Date or expected date of commencement of commercial production:**

The company was incorporated on 28/05/2007 under the Companies Act, 2013 and the business was commenced since then.

3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

4. **Financial performance based on given indicators:**

(Amount in Rs. based on Audited Financial Statements of F.Y. 2025-26)

Particulars	**Amount in (Rs. Lakhs)**	
	Year ended 31st March, 2026	**Year ended 31st March, 2025**
Revenue from Operation	713.60	4001.77
Other Income	252.57	375.31
Total Income	**966.17**	**4377.08**
Less: Expenses	982.05	4366.04
Profit/(Loss) before Extraordinary Items and Taxes	**(15.88)**	**11.04**

Less: Exceptional Items	-	**5.27**
Profit/(Loss) before tax	**(15.88)**	**16.31**
Less: Tax Expenses	-	-
a) Current tax	-	-
b) Deferred Tax	0.35	-
Income Tax Expense/(Income) relating to earlier years	-	-
Profit/Loss for the year	**(16.23)**	**16.31**

5. **Foreign investments or collaborations, if any:** N.A.

Information about the appointee:
Mr. Sanjay Patil, aged 39 years, has completed his Higher Secondary education and possesses extensive experience in the gold and jewellery manufacturing industry. He has specialised knowledge of various jewellery manufacturing techniques, including handmade, machine-made and casting jewellery, and has sound knowledge of international market quality standards, modern jewellery manufacturing machinery, production processes and precious metals. He also possesses substantial experience in quality control and production management.

In his capacity as Managing Director of the Company, Mr. Sanjay Patil is responsible for overseeing the overall operations of the Company, including strategic planning, business development, production management and key managerial decision-making. His extensive industry experience, leadership capabilities and strong professional network have contributed significantly to strengthening the Company's market presence, improving operational efficiency, developing strategic business relationships and supporting the Company's sustainable growth.

Mr. Sanjay Patil is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Managing Director.

Past remuneration:
NA

Recognition or awards: NA

Job profile and his suitability:
Mr. Sanjay Patil, aged 39 years, has completed his Higher Secondary education and possesses extensive experience in the gold and jewellery manufacturing industry. He has specialised knowledge of various jewellery manufacturing techniques, including handmade, machine-made and casting jewellery, and has sound knowledge of international market quality standards, modern jewellery manufacturing machinery, production processes and precious metals. He also possesses substantial experience in quality control and production management.

In his capacity as Managing Director of the Company, Mr. Sanjay Patil is responsible for overseeing the overall operations of the Company, including strategic planning, business development, production management and key managerial decision-making. His extensive industry experience, leadership capabilities and strong professional network have contributed significantly to strengthening the Company's market presence, improving operational efficiency, developing strategic business relationships and supporting the Company's sustainable growth.

Remuneration proposed:

Basic Gross Salary not exceeding Rs. 6,00,000/- (Rupees Six Lakhs Only) per annum (inclusive of all salary, perquisites, benefits, incentives and allowances) with an annual increment of up to 30% on a year-on-year basis thereafter. Mr. Sanjay Patil shall be entitled to reimbursement of expenses incurred for the business of the Company, as may be approved by the Board of Directors from time to time.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Taking into consideration the size and scale of operations of the Company, the profile and experience of Mr. Sanjay Patil, his role as Managing Director, and the significant responsibilities shouldered by him in driving strategic growth, business expansion, and institutional partnerships, the remuneration proposed to be paid to him is commensurate with the remuneration packages offered to similarly placed senior level executives in comparable companies within the same industry.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Sanjay Patil holds directorship of the company and he does not hold any equity shares of the company. None of the Directors and KMP of the company is related to Mr. Sanjay Patil in any manner.

Other Information:

(1) **Reasons of loss or inadequate profits:** The Company's profitability is satisfactory and continues to grow at a steady pace. However, in its endeavour to align with industry benchmarks and leverage best-in-class expertise, it has undertaken certain strategic initiatives. In this context, the profits of the Company may, at times, appear inadequate to commensurate with such enhanced capabilities and industry standards.

(2) **Steps taken or proposed to be taken for improvement:** The Company is focusing on strengthening its operational capabilities, exploring new business opportunities, and enhancing efficiency through technological and infrastructural upgrades. These measures are aimed at supporting sustainable growth and improving financial performance.

(3) **Expected increase in productivity and profits in measurable terms:** The Company anticipates a gradual improvement in operational efficiency and overall productivity as a result of ongoing strategic initiatives and the induction of enhanced industry expertise. These measures are expected to contribute positively to the Company's performance and profitability over the medium to long term.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the members for their approval as special resolution. Further, the approval of the Members for the remuneration proposed herein above shall be valid for a period of 5 years w.e.f. 27th August, 2026. The Board recommends this Special resolution for the approval of the Shareholders.

ANNEXURE TO NOTICE

Information about Directors who are proposed to be appointed/re-appointed at the 19th Annual General Meeting as per regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard on general meetings issued by the Institute of Company Secretaries of India forming part of the notice convening the annual general meeting of the company.

Particulars	Mrs. Khyati Bhavya Shah
Director Identification Number.	09430457
Date of Birth	30/09/1990
Age.	35 Years
Educational Qualification.	Company Secretary, LLB, Bcom
Experience (No. of Years)	More than 7 Years
Business field in which Experience.	Corporate & Allied Laws, Corporate Compliance, Finance and Corporate Governance.
Brief Resume	A qualified Company Secretary with B.Com. and LL.B., having over 7 years of experience in Corporate and Allied Laws, finance and corporate compliance. Experienced in entity incorporation, drafting and reviewing legal documents and agreements, statutory records and regulatory matters. Possesses strong communication, analytical and stakeholder management skills.
Date of Initial Appointment	16/04/2026
Date of Appointment as Director in the Current Term.	16/04/2026
Terms and conditions of appointment or re-appointment	Mrs. Khyati Bhavya Shah shall be appointed as an Independent Non-Executive Director for a term of five consecutive years and shall not be liable to retire by rotation. She shall be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings, as may be determined by the Board, subject to applicable laws.
Directorship held in any other Company.	Prime Fresh Limited JFL Life Sciences Limited Dhaval Packaging Limited Khyati Multimedia-Entertainment Limited Qualitas Enterprise Private Limited VMS Industries Limited Sakar Healthcare Limited
Member of any Committees of the Directors in the Company.	Nil
Member of any committees of the Directors in other Companies with names of the Company.	**VMS Industries Limited** – Member, Audit Committee & Stakeholders' Relationship Committee **Prime Fresh Limited** – Member, Audit Committee **Khyati Multimedia Entertainment Limited** – Member, Audit Committee **Sakar Healthcare Limited** – Member, Stakeholders' Relationship Committee **Dhaval Packing Limited** – Member, Audit Committee & Stakeholders' Relationship Committee
Member of any Trade Association/ Charitable Organization/ NGOs etc.	Nil

Shareholding in Company as on September 4, 2026	Nil
Inter-se Relationship with other Directors/Kmps	Nil
No. of meetings attended during the year	2 out of 2

Information about Directors who are proposed to be appointed/re-appointed at the 19th Annual General Meeting as per regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard on general meetings issued by the Institute of Company Secretaries of India forming part of the notice convening the annual general meeting of the company.

Particulars	Mr. Bharatbhai Kanjibhai Patel
Director Identification Number.	11815519
Date of Birth	21/10/1958
Age.	67 Years
Educational Qualification.	• 12th Pass • Second Year BA (Not Completed)
Experience (No. of Years)	More than 20 years
Business field in which Experience.	Business Management, Retail Trade (Grocery), Inventory & Procurement Management, Supply Chain Management and Customer Relationship Management.
Brief Resume	Mr. Bharatbhai Kanjibhai Patel is an experienced business owner with expertise in grocery store operations, inventory management, procurement, and customer service. Skilled in managing suppliers, maintaining optimal stock levels, and ensuring efficient day-to-day operations, he is committed to customer satisfaction and sustainable business growth
Date of Initial Appointment	27th August, 2026
Date of Appointment as Director in the Current Term.	27th August, 2026
Terms and conditions of appointment or re-appointment	Mr. Bharatbhai Kanjibhai Patel shall be appointed as an Non - Independent Non-Executive Director for a term of five consecutive years and shall be liable to retire by rotation.
Directorship held in any other Company.	Nil
Member of any Committees of the Directors in the Company.	Nil
Member of any committees of the Directors in other Companies with names of the Company.	Nil
Member of any Trade Association/ Charitable Organization/ NGOs etc.	Nil
Shareholding in Company as on September 4, 2026	Nil
Inter-se Relationship with other Directors/Kmps	Nil
No. of meetings attended during the year	Nil

Information about Directors who are proposed to be appointed/re-appointed at the 19th Annual General Meeting as per regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard on general meetings issued by the Institute of Company Secretaries of India forming part of the notice convening the annual general meeting of the company.

Particulars	Sanjay Patil
Director Identification Number.	11912512
Date of Birth	01/10/1987
Age.	39 Years
Educational Qualification.	Completed Higher Secondary Class
Experience (No. of Years)	More than 17 Years
Business field in which Experience.	He possesses over 17 years of experience in the gold and jewellery manufacturing industry, with extensive expertise in quality control, production management, gold jewellery manufacturing processes and order-related operations
Brief Resume	Mr. Sanjay Patil is an experienced jewellery manufacturing professional with extensive expertise in gold jewellery production, quality control, and manufacturing techniques, including handmade, machine-made, and casting jewellery. He possesses strong knowledge of international quality standards, modern machinery, and precious metals. He has held various senior roles in quality control and production with reputed jewellery companies, including Culture Antique Jewellery Pvt. Ltd., Orna Jewels, Fame Jewels Pvt. Ltd., Abhishek Zaveri, and Forever Precious Jewellery & Diamond Ltd., contributing significantly to production efficiency and quality management.
Date of Initial Appointment	27/08/2026
Date of Appointment as Director in the Current Term.	27/08/2026
Terms and conditions of appointment or re-appointment	Mr. Sanjay Patil shall be appointed as Managing Director for a period of 5 years w.e.f. 27th August, 2026, on such remuneration and other benefits as approved by the Members and set out in the Explanatory Statement, subject to the provisions of the Companies Act, 2013 and applicable laws.
Directorship held in any other Company.	Nil
Member of any Committees of the Directors in the Company.	Nil
Member of any committees of the Directors in other Companies with names of the Company.	Nil
Member of any Trade Association/ Charitable Organization/ NGOs etc.	Nil
Shareholding in Company as on September 4, 2026	Nil
Inter-se Relationship with other Directors/Kmps	Nil
No. of meetings attended during the year	Nil