



Sumedha Fiscal Services Ltd.

CIN: L70101WB1989PLC047465

Registered & Corporate Office :

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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 01/2026-27 Extra-Ordinary General Meeting ('EGM') of the Members of Sumedha Fiscal Services Limited will be held on Thursday, June 11, 2026, at 11:30 A.M. through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") to transact the following business:

SPECIAL BUSINESS

1. TO CREATE, OFFER, ISSUE AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS.

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

“RESOLVED THAT pursuant to the applicable provisions of Sections 23(1)(b), 42, 62(1)(c) and other provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force) (herein after referred to as the "Companies Act"), Chapter V and the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI Listing Regulations"), in accordance with provisions of the Memorandum and Articles of Association of the Company, as amended, and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), or any other statutory or regulatory authority, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities, and in accordance with recommendation of Board of Directors of the Company ("the Board"), Consent of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot from time to time, in one or more tranches, up to 4,00,000 (Four Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten Each) for cash at an issue price of Rs. 41.05/- (Rupees Forty One and Five Paise Only) each including a premium of Rs. 31.05/- (Rupees Thirty One and Five Paise Only) per share aggregating to Rs 1,64,20,000/- (Rupees One Crore Sixty Four Lakh and Twenty Thousand Only), determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 and subsequent amendment thereto, to identified persons, as specified below (hereinafter referred to as "Proposed Allottees"), by way of preferential issue in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws:

S. No.	Name of the Proposed Allottees	Category of the Proposed Allottees	Type of Securities	No. of Securities
1.	Mrs. Savita Maheshwari	Promoter Group	Equity	1,00,000
2.	Oasis Securities Limited CIN: L51900MH1986PLC041499	Non-Promoter	Equity	3,00,000
			Total	4,00,000

RESOLVED FURTHER THAT the Equity Shares being offered, issued and allotted to the Proposed Allottees by way of a preferential allotment shall inter-alia be subject to the following:

1. The Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares, is May 12, 2026, i.e., 30 days prior to the date of this Extra-Ordinary General Meeting ,i.e., June 11,2026;
2. The entire pre-preferential existing Equity shareholding of the proposed allottee(s) are under lock-in, in the applicable cases, in terms of Regulation 167(6) of the SEBI(ICDR) Regulations.
3. The new Equity Shares as would be issued shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchange subject to receipt of necessary permission(s), sanction(s) and approval(s).
4. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval(s) or permission(s) 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 approval or permission.
5. No partly paid-up Equity Shares shall be issued/ allotted;
6. The Equity Shares so offered, issued and allotted will be listed on the BSE Limited, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
7. The Equity Shares to be allotted shall be fully paid up and shall rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof subject to the requirements of all applicable laws as well as provisions of the Memorandum and Articles of Association of the Company;
8. The Proposed Allottees shall be required to bring in 100% of the consideration for the Equity Shares on or before the date of allotment hereof;
9. The consideration for allotment of relevant equity shares shall be paid to the company by the proposed allottee from their respective bank accounts.
10. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part thereof;

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, the Board to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees inviting them to subscribe to the Equity Shares in accordance with the provisions of the Act;

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may, in their absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares; making applications to the Stock Exchange for obtaining in- principle approvals; listing of shares; filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities; filing of requisite documents with the depositories; resolve and settle any questions and difficulties that may arise in the preferential offer; issue and allotment of the Equity Shares; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Board of the Company, and that the Board shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, to any of the Director, Company Secretary and/or any of the officer of the Company for execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard;

RESOLVED FURTHER THAT all actions taken by the Board or a committee of the Board, any other Director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

2. TO CREATE, OFFER, ISSUE AND ALLOT WARRANTS ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the applicable provisions of Sections 23(1)(b), 42, 62(1)(c) and other provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force) (herein after referred to as the "Companies Act"), Chapter V and the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI Listing Regulations"), in accordance with provisions of the Memorandum and Articles of Association of the Company, as amended, and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government

of India, the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), or any other statutory or regulatory authority, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities, and in accordance with recommendation of Board of Directors of the Company ("the Board"), the Consent of the Members of the Company be and is hereby accorded to offer, issue and allot from time to time, in one or more tranches up to 2,50,000 Fully Convertible Warrants ("Warrants") for cash at an issue price of Rs. 41.05/- (Rupees Forty One and Five Paise Only) per warrant including a premium of Rs. 31.05/- (Rupees Thirty One and Five Paise Only) for each warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten) each of the Company for every warrant issued and allotted to them within a period of 18 (Eighteen) months from the date of allotment of the Warrants subject to payment of full consideration against the warrants, aggregating to Rs. 1,02,62,500/- (Rupees One Crore Two Lakh Sixty Thousand Five Hundred Only), determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 and subsequent amendment thereto, to identified persons, as specified below (hereinafter referred to as "Proposed Allottees"), by way of preferential issue in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI (ICDR) Regulations and other applicable laws:

S. No.	Name of the Proposed Allottee	Category of the Proposed Allottee	Type of Securities	No. of Securities
1.	Mrs. Savita Maheshwari	Promoter Group	Warrants	2,50,000
			Total	2,50,000

RESOLVED FURTHER THAT the Warrants being offered, issued and allotted to the Proposed Allottee by way of a preferential allotment shall inter-alia be subject to the following:

1. The Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Warrant fully convertible into Equity Shares is May 12, 2026, 2026, i.e., 30 days prior to the date of this Extra-Ordinary General Meeting i.e., June 11, 2026.
2. The entire pre-preferential existing Equity shareholding of the proposed allottee is under lock-in in terms of Regulation 167(6) of the SEBI(ICDR) Regulations.
3. The Warrants & Equity Shares issued and allotted as a result of exercise of Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchange subject to receipt of necessary permission(s), sanction(s) and approval(s).
4. The Warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of warrant is subject to receipt of any approval(s) or permission(s) 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 approval or permission.
5. The resultant Equity shares on conversion of warrants so offered, issued and allotted will be listed on the BSE Limited, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
6. The Equity Shares to be allotted as the result of conversion of Warrants shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all

respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

7. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, and further subject to full consideration against the warrants, be entitled to apply for and be allotted one(1) equity share of Rs. 10/- each of the Company against each Warrant.
8. An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares, if and when the right attached to Warrant(s) to subscribe for the Equity Share(s) is exercised. The amount paid against Warrants shall be adjusted / appropriated against the issue price for the resultant Equity Shares.
9. The consideration for allotment of relevant warrants shall be paid to the company by the proposed allottee from their respective bank accounts.
10. Without prejudice to the generality of the above, the issue of the Warrant shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.
11. The right attached to 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 converted 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 within the period of 15 days from such notice by warrant holders.
12. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse, and the amount paid at the time of subscription of the Warrants shall stand forfeited.
13. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
14. 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 the SEBI(ICDR) Regulations except to the extent and in the manner permitted there under.

RESOLVED FURTHER THAT the allotment of aforesaid Warrants shall be in accordance with the following terms and conditions:

- A Warrant by itself shall not give to a warrant holder thereof, any rights of the shareholder of the Company.
- In the event, the equity shares of the company are either sub-divided or consolidated before the conversion of the warrants into equity shares of the Company, then the face value, the number of equity shares to be allotted on conversion of the warrants and the warrant issue price shall automatically stand adjusted in the same proportion, as the present value of the equity shares of the Company bears, to the newly sub-divided / consolidated equity shares without affecting any right or obligation of the said

warrant holders and

- In the event the Company's equity capital is affected or changed due to any other corporate actions such as a merger, demerger, consolidation of business or other reorganization or restructuring of the Company, tender offer for equity shares of sale of undertaking, necessary adjustments with respect to the terms of the aforesaid warrants shall be made by the Company and such other action as may be deemed necessary or appropriate by the Board shall be taken to reflect such corporate actions, including but without limitation, suitable adjustment of the warrant issue price, subject to necessary approvals.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, the Board to record the name and details of the Proposed Allottee in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee inviting her to subscribe to the Warrants in accordance with the provisions of the Act;

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may, in their absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the warrants and resulting equity shares; making applications to the Stock Exchange for obtaining in-principle approvals; listing of shares; filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities; filing of requisite documents with the depositories; resolve and settle any questions and difficulties that may arise in the preferential offer; issue and allotment of the Warrants; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Board of the Company, and that the Board shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, to any of the Director, Company Secretary and/or any of the officer of the Company for execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard;

RESOLVED FURTHER THAT all actions taken by the Board or a committee of the Board, any other Director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

Registered Office:
6A Geetanjali,
8B Middleton Street,
Kolkata – 700 071

Date: May 15, 2026

By Order of the Board
For **Sumedha Fiscal Services Ltd.**

Dhwani Fatehpuria
Company Secretary & Compliance Officer
Membership No. FCS12817

Notes and Instructions:

1. The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 ("the Act"), in respect of the special businesses mentioned in the Notice of this Extra- Ordinary General Meeting ("EGM") ("Notice") is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") has vide its circular No. 03/2025 dated September 22, 2025 (read with previous circulars) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and their circulars issued from time to time in this regard permitted the holding of the Extra-Ordinary General Meeting ("EGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the EGM of the Company is being held through VC / OAVM, without the physical presence of the members at a common venue. The deemed venue for the aforesaid EGM shall be the Registered Office of the Company. The Company has engaged National Securities Depository Limited (NSDL) for facilitating voting through electronic means i.e., remote e-voting and voting at the EGM.
3. Members are requested to send their queries, if any, at least 10 days in advance so that the information can be made available at the meeting.
4. In all correspondence with the company, members are requested to quote their Account/Folio numbers and in case their shares are held in dematerialized form, they must quote their client ID number and their DPID number.
5. The Company has designated an exclusive email address investors@sumedhafiscal.com which would enable the members to post their grievances and monitor its redressed. Any member having any grievance may post the same to the said Email address for its quick redressed.
6. SEBI has notified for compulsory trading of shares of the Company in dematerialization form so members, who have not dematerialized their shares are advised to contact Depository Participant in this regard.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, as may be amended, and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating e-voting to enable the shareholders to cast their votes electronically.

8. The Board of Directors in their meeting held on May 15, 2026, have appointed, Mr. Asit Kumar Labh, Practicing Company Secretaries, Kolkata (Membership No. 32891, CP No. 14664) to act as Scrutinizer for conducting the voting and E-voting process in a fair and transparent manner.
9. The Scrutinizer shall after the conclusion of e-Voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid resolution has been carried or not, and such report shall then be sent to the Chairman or a person authorised in this regard, within 48 (forty eight) hours from the conclusion of the EGM, who shall then countersign and declare the result of the voting forthwith..
10. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company www.sumedhafiscal.com and on the website of CDSL, the results shall simultaneously be communicated to the Stock Exchange.
11. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e., June 4, 2026.
12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only, shall be entitled to vote through the e-Voting facility & attended the EGM.
13. Necessarily documents of the Company pursuant to Section 102 of the Companies Act, 2013 are open for inspection for the shareholders in electronic mode. Members can inspect the same by sending an email to investors@sumedhafiscal.com till the last day of voting.
14. Members who have not registered their e-mail address so far are requested to register their email addresses for receiving all communications including annual report, notices, circulars, etc. from the Company electronically. The email addresses can be registered with the Depository Participant ("DP") in case the shares are held in electronic form and with the Registrar and Transfer Agents of the Company ("RTA") in case the shares are held in physical form.

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

- a) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (including amendments thereto) and SEBI LODR, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the EGM by electronic means and the business may be transacted through e-voting services. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as voting at the meeting will be provided by CDSL.

- b) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e- voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of aforesaid SEBI Circular 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.

- c) The remote e-voting period begins on June 8, 2026, at 09:00 A.M. and ends on June 10, 2026, at 05:00 P.M. The remote e-voting module shall be disabled by CDSL 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., June 4, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, June 4, 2026.

16. ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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

	<p>Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

17. ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

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

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
11. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

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

18. ADDITIONAL FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS –FOR REMOTE VOTING ONLY.

- a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d) The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- e) It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- f) Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; to investors@sumedhafiscal.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same. Please note that in case of Non-Individual Shareholders (except HUF), furnishing of the Board Resolution/Authority Letter or Power of Attorney, in any mode as mentioned hereinabove is mandatory and in lack of it, the vote would be considered invalid by the Scrutinizer.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance within June 07, 2026 (up to 05.00 pm) mentioning their name, demat account number/folio number, email id, mobile number at investors@sumedhafiscal.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance within June 07, 2026 (up to 05.00 pm) mentioning their name, demat account number/folio number, email Id, mobile number at investors@sumedhafiscal.com . These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card along with Email ID and Mobile No. to **the Company** by email at investors@sumedhafiscal.com OR to **RTA email id** at mdpldc@yahoo.com
2. For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while E-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. **1800 22 55 33**

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

21. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE EGM ARE AS UNDER:-

- 1) The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
- 2) The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- 3) Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- 4) If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- 5) Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote during the EGM.
- 6) The Board of Directors has appointed Mr. Asit Kumar Labh, Company Secretary in Practice (Membership No. 32891; C.P. No. 14664), to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
- 7) **Voting Results:**
 1. The Scrutinizer shall, after the conclusion of the EGM, electronically submit the Consolidated Scrutinizer's Report (i.e. votes cast through Remote e-Voting and e-Voting during EGM) of the total votes cast in favour or against the resolution and invalid votes, to the Chairman of the EGM or to any other person authorised by the Board of the Company.
 2. Based on the Scrutinizer's Report, the Company will submit within two working days of the conclusion of the EGM, to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the Listing Regulations.
 3. The result declared along with Scrutinizer's Report will be placed on the website of the Company at www.sumedhafiscal.com and on the website of CDSL at www.evotingindia.com

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013
setting out all material facts:

Item No. 01

The Board of Directors in their meeting held on May 15, 2026, subject to the necessary approvals, have proposed to issue and allot 4,00,000 (Four Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten Each) for cash at an issue price of Rs. 41.05/- (Rupees Forty One and Five Paise Only) each including a premium of Rs. 31.05/- (Rupees Thirty One and Five Paise Only) per share aggregating to Rs 1,64,20,000/- (Rupees One Crore Sixty Four Lakh and Twenty Thousand Only) on preferential and private placement basis.

As per Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder ("the Act") and other applicable provisions, if any, of the enactment thereof and Chapter V of SEBI (Issue of capital and Disclosure requirements) Regulations, 2018 ("SEBI (ICDR) Regulations"), approval of shareholders by way of special resolution is required for allotment of equity shares on preferential basis.

The Board, therefore, seeks approval of the members as set out in the notice, by way of Special Resolution to issue and allot Equity Shares through Preferential Allotment to the proposed allottees

The details of the issue and other particulars as required in terms of the Act and SEBI (ICDR) Regulations, 2018 in relation to the aforesaid Special Resolution are given as under:

1. Date of passing of Board resolution approving preferential issue: May 15, 2026

2. Object of the Preferential Issue is as mentioned below:

a. Augmentation of Capital Base

To strengthen the capital structure and net worth of the Company for supporting existing and future business operations as well as to maintain adequate working capital liquidity for smooth business operations of the Company.

b. General Corporate Purposes

To utilize funds for general corporate purposes including administrative expenses, business development, branding, operational exigencies, and other permitted corporate activities, subject to applicable laws.

3. The Total number of Securities to be issued and pricing:

The Board intends to offer, issue and allot up to 4,00,000 (Four Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten Each) for cash at an issue price of Rs. 41.05/- (Rupees Forty One and Five Paise Only) each including a premium of Rs. 31.05/- (Rupees Thirty One and Five Paise Only) per share aggregating to Rs 1,64,20,000/- (Rupees One Crore Sixty Four Lakh and Twenty Thousand Only) on preferential and private placement basis.

4. Basis on which the price has been arrived at:

In case of the frequently traded shares, as per Regulation 164(1) of the ICDR Regulations, a minimum issue price of the Equity Shares in preferential issues has to be calculated as:

a. the 90 trading days volume weighted average price of the related Equity Shares quoted on the recognized stock exchange preceding the relevant date; or

b. the 10 trading days volume weighted average price of the related Equity Shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

Further, as per Regulation 166A of the ICDR Regulations, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottee(s) acting in concert, shall require a valuation report from an independent registered Valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1) of Regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

In the proposed case, Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under ICDR Regulations. Further, due to the proposed allotment there is no change in control or management of the Company and the proposed allotment is also not more than 5% of the post issue fully diluted Equity Share Capital of the Company. Furthermore, there is no Qualified Institutional Buyer in the list of proposed allottee(s). Therefore, the requirement of obtaining the subject Valuation Report does not arise.

The Shares of the Company are listed only with BSE Limited (BSE) and are frequently traded and hence, the pricing of the Equity Shares to be allotted shall be the higher of the following parameters:

- a. the 90 trading days volume weighted average price of the related Equity Shares quoted on the recognized stock exchange preceding the relevant date; or
- b. the 10 trading days volume weighted average price of the related Equity Shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher.

It is proposed that the Equity Shares shall be issued at an exercise price of Rs. 41.05/- (Rupees Forty One and Five Paise) each including a premium of Rs. 31.05/- (Rupees Thirty One and Five Paise) per Equity Share, which is higher than the issue price as determined as per the SEBI(ICDR) Regulations.

Since there is no capitalization of profit, right issue, bonus issue, re-classification of Shares or any other corporate action in the Company during last more than one year, there is no adjustment in pricing, required to be made, in terms of Regulation 166 of the SEBI (ICDR) Regulations.

Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered Valuer : Not Applicable

5. Amount which the Company intends to raise by way of issue of Equity Shares:

Aggregating up to Rs. 1,64,20,000/-

6. Material terms of Issue of Equity Shares:

- i) 100% of the issue price payable on application. The Equity Shares including the equity shares to be issued and allotted shall be made fully paid up at the time of allotment and be allotted in dematerialized form only.

- ii) The said equity shares shall rank pari passu in all respects with the then existing equity shares of the Company including dividend and voting rights.
- iii) The equity shares so issued shall be subject to the Memorandum and Articles of Association of the Company.

7. Principle terms of assets charged as securities: Not Applicable

8. The intention of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer.

None of the Promoters, Directors or Key Managerial Personnel (KMP) of the Company has an intention to subscribe to the offer. Mrs Savita Maheshwari - belonging to Promoter Group and wife of Mr. Vijay Maheshwari- Director and Promoter, has conveyed her intention to subscribe to the offer.

9. Shareholding pattern of the Company before and after the preferential issue.

The shareholding pattern before and after the proposed preferential issue to Promoter/Promoter Group and Non-promoter Category are as follows :

SI No.	Category	Pre-Issue as on 11-05-2026		Post-Issue		Post-Issue	
				Equity Shares		(considering Conversion of Warrants too as proposed vide Item No. 2)	
		No. of shares held	% of shares holding	No. of shares held	% of shares holding	No. of shares held	% of shares holding
A	Promoters' holding						
1	Indian:						
	Individual	25,80,143	32.31%	26,80,143	31.97%	29,30,143	33.94%
	Bodies Corporate	14,32,566	17.94%	14,32,566	17.09%	14,32,566	16.59%
2	Foreign Promoters	-	-	-	-	-	-
	Sub-total (A)	40,12,709	50.26%	41,12,709	49.05%	43,62,709	50.53%
B	Non-promoters' holding						
1	Institutional investors	13,800	0.17%	13,800	0.16%	13,800	0.16%
	Central Government	7,300	0.09%	7,300	0.09%	7,300	0.08%
	Sub-total (B)	21,100	0.26%	21,100	0.25%	21,100	0.24%
C	Non-institutional investors:						
	Private corporate bodies	3,12,248	3.91%	6,12,248	7.30%	6,12,248	7.09%
	Director and relatives	6,000	0.08%	6,000	0.07%	6,000	0.07%
	Indian public	32,63,888	40.88%	32,63,888	38.93%	32,63,888	37.80%
	Others [including NRI]	2,32,479	2.91%	2,32,479	2.77%	2,32,479	2.69%
	IEPF	1,36,000	1.70%	1,36,000	1.62%	1,36,000	1.58%
	Sub-total (C)	39,50,615	49.48%	42,50,615	50.70%	42,50,615	49.23%
	ESOP (D)	-	-	-	-	-	-
	GRAND TOTAL (A+B+C+D)	79,84,424	100%	83,84,424	100%	86,34,424	100%

Notes :

- The Pre-Preferential Shareholding pattern is as on the Relevant Date, i.e., May 12, 2026
- The above post-issue shareholding is prepared assuming allotment of entire Equity Shares as proposed and full conversion of Warrants issued, pursuant to resolution at

Item No. 2, into Equity Shares.

10. Time frame within which the preferential issue shall be completed:

The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Since April 01, 2026, no preferential allotment has been made to any person by the Company. The Company has not issued any shares on preferential basis in last ten years.

12. Valuation for consideration other than cash: Not applicable

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR Where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:

Not applicable.

14. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Since the proposed allottee - Mrs. Savita Maheswari is herself a natural person and, Oasis Securities Limited is a listed entity therefore, as per Regulation 16(1)(f) of SEBI (ICDR) Regulation no further disclosure is necessary. Further, Oasis Securities Limited has confirmed that there is no SBO in their company. Oasis Securities Limited also does not hold any shares in the Company as on date and will be under the Non-Promoter Category post allotment of shares.

15. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its Promoters or Directors is a willful defaulter:

None of the Company, its directors or Promoters have been declared as willful defaulter as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

16. Relevant Date:

The Relevant Date, as per the SEBI (ICDR) Regulations, as amended, for the determination of the issue price of the Equity Shares, is taken to be May 12, 2026 ("Relevant Date") being the date which is 30 days before the date of Extraordinary General Meeting ("EGM") i.e., June 11, 2026.

17. Lock-in:

The Equity Shares allotted pursuant to this resolution as above shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.

Accordingly, the entire pre-preferential allotment shareholding, if any, of the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of allotment of such securities.

Further, the new equity shares as would be issued and allotted shall be subject to lock-in for a period of 18 months and 6 months for the allottee under Promoter Group and Non-Promoter category respectively.

18. Change in control, if any, upon preferential issue :

Consequent to the proposed preferential issue of Equity Shares, there shall not be any change in control or change in management of the Company. The preferential issue shall not attract an obligation to make an open offer for Shares of the Company under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

19. The percentage of the post-preferential issue capital that may be held by the Proposed Allottees (as defined hereinabove) and change in control, if any, in the Company consequent to the Preferential Issue:

Sl. No.	Names	PAN	Natural Person who are the Ultimate Beneficial Owners	Pre-preferential holding		Present Issue		Post-preferential holding *	
				No. of Shares	%	No. of Shares	No. of Warrants	No. of Shares	%
1.	Oasis Securities Ltd	AAACO0091J	NIL	NIL	-	3,00,000	0	3,00,000	3.47
2.	Mrs. Savita Maheshwari	AFAPM3020R	NA	1,06,933	1.34	1,00,000	2,50,000	4,56,933	5.29

* The above post-issue shareholding is prepared assuming allotment of entire Equity Shares as proposed and full conversion of Warrants issued, into Equity Shares.

Notes:

1. The Pre-issue Shareholding is as on the Relevant Date, i.e., May 12, 2026.
2. There will be no change in control consequent to the present preferential issue of Shares.

20. Pending Preferential Issue :

Presently there has been no preferential issue pending or in process except as proposed in this Notice.

21. Certificate of a practicing Company Secretary:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from the practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, is available for inspection by the Members of the Company at the Registered Office of the Company on all working days,

except Saturdays between 11:00 A.M. and 1:00 P.M. upto the end of next working day from date of conclusion of the EGM. The Certificate is also placed on the Company's website at <https://www.sumedhafiscal.com/pref-issue/>.

22. Other Disclosures / Undertakings:

The Company hereby undertakes that:

- a) It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- b) If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) Regulations the above Equity Shares shall be continued to be locked in till such amount is paid by the allottees;
- c) All the equity shares held by the proposed allottees in the company are in dematerialized form only;
- d) No person belonging to the Promoters/Promoter Group have sold/transferred any equity shares of the Company during the 90 Trading days.
- e) No person belonging to the Promoters / Promoter Group has previously subscribed to any equity share / warrants of the company but failed to exercise them and
- f) It is hereby confirmed that neither the Company nor its Directors and to the Company's knowledge- any of its Promoters is a willful defaulter.
- g) It is hereby confirmed that neither the Company nor its Directors and any of its Promoters are a fraudulent borrower.
- h) There is no outstanding dues of the Company payable towards SEBI, Stock Exchanges or Depositories.

None of the Promoters, Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the resolution as set put in Item No. 1, except Mr. Vijay Maheshwari- Director and Promoter, who is spouse of Mrs. Savita Maheshwari, belonging to Promoter Group who has conveyed her intention to subscribe to the offer.

The Board commends the resolution as set out in Item No.01 to be passed by the members of the company as a **Special resolution**.

Item No. 02

The Board of Directors in their meeting held on May 15, 2026, subject to the necessary approvals, have resolved to issue and allot up to **2,50,000** Fully Convertible Warrants ("Warrants") for cash at an issue price of Rs. 41.05/- (Rupees Forty One and Five Paise Only) per warrant including a premium of Rs. 31.05/- (Rupees Thirty One and Five Paise Only) per share aggregating to Rs 1,02,62,500/- (Rupees One Crore Two Lakh Sixty Two Thousand and Five Hundred Only) on preferential and private placement basis.

As per Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder ("the Act") and other applicable provisions, if any, of the enactment thereof and Chapter V of SEBI (Issue of capital and Disclosure requirements) Regulations, 2018 ("SEBI (ICDR) Regulations"), approval of

shareholders by way of special resolution is required for allotment of equity shares on preferential basis.

The Board, therefore, seeks approval of the members as set out in the notice, by way of Special Resolution to issue and allot Equity Shares through Preferential Allotment to the proposed allottees

The details of the issue and other particulars as required in terms of the Act and SEBI (ICDR) Regulations, 2018 in relation to the aforesaid Special Resolution are given as under:

1. Date of passing of Board resolution approving preferential issue: May 15, 2026

2. Object of the Preferential Issue is as mentioned below:

a. Augmentation of Capital Base

To strengthen the capital structure and net worth of the Company for supporting existing and future business operations as well as to maintain adequate working capital liquidity for smooth business operations of the Company.

b. General Corporate Purposes

To utilize funds for general corporate purposes including administrative expenses, business development, branding, operational exigencies, and other permitted corporate activities, subject to applicable laws.

3. The Total number of Securities to be issued and pricing:

The Board intends to offer, issue and allot up to **2,50,000** Fully Convertible Warrants ("Warrants") for cash at an issue price of Rs. 41.05/- (Rupees Forty One and Five Paise Only) per warrant including a premium of Rs. 31.05/- (Rupees Thirty One and Five Paise Only) per warrant aggregating to Rs 1,02,62,500/- (Rupees One Crore Two Lakh Sixty Two Thousand and Five Hundred Only) on preferential and private placement basis.

4. Basis on which the price has been arrived at:

In case of the frequently traded shares, as per Regulation 164(1) of the ICDR Regulations, a minimum issue price of the Warrants in preferential issues has to be calculated as:

a. the 90 trading days volume weighted average price of the related Equity Shares quoted on the recognized stock exchange preceding the relevant date; or

b. the 10 trading days volume weighted average price of the related Equity Shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

Further, as per Regulation 166A of the ICDR Regulations, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottee(s) acting in concert, shall require a valuation report from an independent registered Valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1) of Regulation 164, as the case may be, or the price determined

under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

In the proposed case, Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under ICDR Regulations. Further, due to the proposed allotment there is no change in control or management of the Company and the proposed allotment is also not more than 5% of the post issue fully diluted Equity Share Capital of the Company. Furthermore, there is no Qualified Institutional Buyer in the list of proposed allottee(s). Therefore, the requirement of obtaining the subject Valuation Report does not arise.

The Shares of the Company are listed only with BSE Limited (BSE) and are frequently traded and hence, the pricing of the Warrants to be allotted shall be the higher of the following parameters:

- a. the 90 trading days volume weighted average price of the related Equity Shares quoted on the recognized stock exchange preceding the relevant date; or
- b. the 10 trading days volume weighted average price of the related Equity Shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher.

It is proposed that the Warrants shall be issued at an exercise price of Rs. 41.05 (Rupees Forty One and Five Paise) each including a premium of Rs. 31.05 (Rupees Thirty One and Five Paise) per Warrant, which is higher than the issue price as determined as per the SEBI(ICDR) Regulations. The resultant Equity Shares shall be treated as issued at an issue price of Rs. 41.05 (Rupees Forty One and Five paise only) per Equity share of the Face Value of Rs. 10/- (Rupees Ten) each including a premium of Rs. 31.05 (Rupees Thirty One and Five paise only) per Equity Share, which is higher than the issue price as determined as per the SEBI(ICDR) Regulations.

Since there is no capitalization of profit, right issue, bonus issue, re-classification of Shares or any other corporate action in the Company during last more than one year, there is no adjustment in pricing, required to be made, in terms of Regulation 166 of the SEBI (ICDR) Regulations.

Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered Valuer : Not Applicable

5. Amount which the Company intends to raise by way of issue of Warrants:

Aggregating up to Rs. 1,02,62,500/-

6. Material terms of Issue of Warrants:

The issue of Warrants shall be subject to the following terms and conditions:

- i) The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant, in one or more tranches within a period of 18 (Eighteen) 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 so converted. The Company shall accordingly issue and allot the corresponding number of Equity Share(s) of face value of Rs.10/- each to the Warrant holders.
- ii) An amount equivalent to 25% of the Issue Price payable at the time of subscription and allotment of each Warrant. The balance 75% amount shall be payable by the Warrant holder(s) if and when the right attached to Warrant(s) to subscribe for the Equity Share(s) is exercised. The amount paid against Warrants shall be adjusted / appropriated against the Issue Price for the resultant equity share(s).

- iii) In the event that, a Warrant holder does not exercise the right attached to Warrant(s) within a period of 18 (Eighteen) months from the date of allotment of such Warrant(s), the unexercised Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by Company.
- iv) The Warrants by themselves, until exercise of the conversion right and allotment of Equity Shares, do not give the holder thereof any rights akin to that of shareholder(s) of the Company, except to the extent stated in clause (ix) below.
- v) The Company shall apply for the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange(s) in accordance with the SEBI (LODR) Regulations and all other applicable laws, rules and regulations subject to receipt of necessary permission(s), sanction(s) and approval(s).
- vi) The Warrants so issued and Equity Shares so allotted on exercise of conversion of the Warrants shall be in dematerialized form only and shall be subject to the provisions of the Memorandum and Articles of Association of the Company. The Equity Shares so allotted on exercise of conversion of the Warrants shall rank pari-passu in all respects including dividend and voting rights with the then existing Equity Shares of the Company.
- vii) The Warrants and Equity Shares issued pursuant to the exercise of conversion of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.
- viii) The warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holders.

7. Principle terms of assets charged as securities: Not Applicable

8. The intention of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer

None of the Promoters, Directors or Key Managerial Personnel (KMP) of the Company has an intention to subscribe to the offer. Mrs Savita Maheshwari - belonging to Promoter Group and wife of Mr. Vijay Maheshwari- Director and Promoter, has conveyed her intention to subscribe to the offer.

9. Shareholding pattern of the Company before and after the preferential issue.

The shareholding pattern before and after the proposed preferential issue to Promoter/Promoter Group and Non-promoter Category are as follows :

SI No.	Category	Pre-Issue as on 11-05-2026		Post-Issue		Post-Issue	
				Equity Shares (as proposed vide Item No. 1)		Conversion of Warrants	
		No. of shares held	% of shares holding	No. of shares held	% of shares holding	No. of shares held	% of shares holding
A	Promoters' holding						
1	Indian:						
	Individual	25,80,143	32.31%	26,80,143	31.97%	29,30,143	33.94%
	Bodies Corporate	14,32,566	17.94%	14,32,566	17.09%	14,32,566	16.59%
2	Foreign Promoters	-	-	-	-	-	-

	Sub-total (A)	40,12,709	50.26%	41,12,709	49.05%	43,62,709	50.53%
B	Non-promoters' holding						
1	Institutional investors	13,800	0.17%	13,800	0.16%	13,800	0.16%
	Central Government	7,300	0.09%	7,300	0.09%	7,300	0.08%
	Sub-total (B)	21,100	0.26%	21,100	0.25%	21,100	0.24%
C	Non-institutional investors:						
	Private corporate bodies	3,12,248	3.91%	6,12,248	7.30%	6,12,248	7.09%
	Director and relatives	6,000	0.08%	6,000	0.07%	6,000	0.07%
	Indian public	32,63,888	40.88%	32,63,888	38.93%	32,63,888	37.80%
	Others [including NRI]	2,32,479	2.91%	2,32,479	2.77%	2,32,479	2.69%
	IEPF	1,36,000	1.70%	1,36,000	1.62%	1,36,000	1.58%
	Sub-total (C)	39,50,615	49.48%	42,50,615	50.70%	42,50,615	49.23%
	ESOP (D)	-	-	-	-	-	-
	GRAND TOTAL (A+B+C+D)	79,84,424	100%	83,84,424	100%	86,34,424	100%

Notes :

1. The Pre-Preferential Shareholding pattern is as on the Relevant Date, i.e., May 12, 2026
2. The above post-issue shareholding is prepared assuming allotment of entire Equity Shares as proposed and full conversion of Warrants issued, pursuant to resolution at Item No. 2, into Equity Shares.

10. Payment of Consideration:

In terms of the provisions of Regulation 169(2) of the ICDR Regulations, an amount equivalent to at least 25% (twenty five percent) of the total consideration for the Warrants will be payable at the time of subscription to the Warrants whereas the balance exercise price equivalent to the 75% (seventy five percent) of the issue price shall be payable by the proposed allottee(s) at the time of exercising the conversion of Warrants.

In case the Warrant holder do not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (Eighteen) months from the date of allotment of the Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically.

The consideration for the Warrants are payable in cash and has to be paid by the allottee from its respective bank account.

11. Time frame within which the preferential issue shall be completed:

The Warrants shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

Further, upon exercise of the option by the allottee to convertible warrants into equity share within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

12. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Since April 01, 2026, no preferential allotment has been made to any person by the Company. The Company has not issued any Warrants on preferential basis in last ten years.

13. Valuation for consideration other than cash: Not applicable

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR Where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:

Not applicable.

15. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Since the proposed allottee - Mrs. Savita Maheswari is herself a natural person no further disclosure is necessary.

16. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its Promoters or Directors is a willful defaulter:

None of the Company, its Directors or Promoters have been declared as willful defaulter as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

17. Relevant Date:

The Relevant Date, as per the SEBI (ICDR) Regulations, as amended, for the determination of the issue price of the Warrants, is taken to be May 12, 2026 ("Relevant Date") being the date which is 30 days before the date of Extra-Ordinary General Meeting ("EGM") i.e., June 11, 2026.

18. Lock-in:

The resultant Equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.

Accordingly, the entire pre-preferential allotment shareholding, if any, of the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of allotment of such securities.

Further, the new equity shares as would be issued and allotted pursuant to conversion of warrants shall be subject to lock-in for a period of 18 months and the Warrants so issued and allotted shall be under lock-in for a period of 12 months.

Accordingly, the entire pre-preferential allotment shareholding, if any, of the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of allotment of such securities.

Further, the new equity shares as would be issued and allotted pursuant to conversion

of warrants shall be subject to lock-in for a period of 18 months and the Warrants so issued and allotted shall be under lock-in for a period of 12 months.

19. Change in Control:

Consequent to the proposed preferential issue of Warrants and conversion into Equity Shares, there shall not be any change in control or change in management of the Company. The preferential issue shall not attract an obligation to make an open offer for Shares of the Company under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

20. The percentage of the post-preferential issue capital that may be held by the Proposed Allottees (as defined hereinabove) and change in control, if any, in the Company consequent to the Preferential Issue:

Sl. No.	Names	PAN	Natural Person who are the Ultimate Beneficial Owners	Pre-preferential holding		Present Issue		Post-preferential holding *	
				No. of Shares	%	No. of Shares	No. of Warrants	No. of Shares	%
1.	Mrs. Savita Maheshwari	AFAPM 3020R	NA	1,06,933	1.34	1,00,000	2,50,000	4,56,933	5.29

* The above post-issue shareholding is prepared assuming allotment of entire Equity Shares as proposed and full conversion of Warrants issued, into Equity Shares.

Notes:

1. The Pre-issue Shareholding is as on the Relevant Date, i.e., May 12, 2026.
2. There will be no change in control consequent to the present preferential issue of Shares.

21. Pending Preferential Issue:

Presently there has been preferential issue pending or in process except as proposed in this Notice.

22. Certificate of a practicing Company Secretary:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from the practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, is available for inspection by the Members of the Company at the Registered Office of the Company on all working days, except Saturdays between 11:00 A.M. and 1:00 P.M. upto the end of next working day from date of conclusion of the EGM. The Certificate is also placed on the Company's website at <https://www.sumedhafiscal.com/pref-issue/>.

23. Other Disclosures / Undertakings:

The Company hereby undertakes that:

- a) It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- b) If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) Regulations the above warrants shall be continued to be locked in till such amount is paid by the allottees;

- c) All the equity shares held by the proposed allottees in the company are in dematerialized form only;
- d) No person belonging to the Promoters/Promoter Group have sold/transferred any equity shares of the Company during the 90 Trading days.
- e) No person belonging to the Promoters / Promoter Group has previously subscribed to any equity share / warrants of the company but failed to exercise them and
- f) It is hereby confirmed that neither the Company nor its Directors and to the Company's knowledge- any of its Promoters is a willful defaulter.
- g) It is hereby confirmed that neither the Company nor its Directors and any of its Promoters are a fraudulent borrower.
- h) There is no outstanding dues of the Company payable towards SEBI, Stock Exchange or Depositories.

None of the Promoters, Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the resolution as set put in Item No. 2, except Mr. Vijay Maheshwari- Director and Promoter, who is spouse of Mrs. Savita Maheshwari, belonging to Promoter Group who has conveyed her intention to subscribe to the offer.

The Board commends the resolution as set out in Item No.02 to be passed by the members of the Company as a **Special Resolution**.

Registered Office:

6A Geetanjali,
8B Middleton Street,
Kolkata – 700 071

Date: May 15, 2026

By Order of the Board
For **Sumedha Fiscal Services Ltd.**

Dhwani Fatehpuria
Company Secretary & Compliance Officer
Membership No. FCS12817