SHARSHYAMURTI VANIJYA PRATISTHAN LIMITED

CIN: L67120WB1981PLC033640
14A, 5TH FLOOR, FMC FORTUNA, 234/3A A.J.C.BOSE ROAD, KOLKATA-700020,
Ph: 22874360, Email: 1981svpl@gmail.com, website: www.spvl1981.com

NOTICE is hereby given that the 44TH Annual General Meeting of the Company will be held at the registered office of the Company situated at FMC Fortuna, 14A, 5th Floor, 234/3A, A.J.C. Bose Road, Kolkata – 700020 on **Wednesday, 27th August, 2025 at 10.30 A.M. (IST)** to transact the following business

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a director in place of Mrs. Shradha Chandak (DIN: 07615077), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

SPECIAL BUSINESS

3. **To appoint Secretarial Auditor of the Company**

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

   "RESOLVED THAT pursuant to the provisions of **Section 204** and other applicable provisions, if any, of the **Companies Act, 2013**, read with **Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**, and **Regulation 24A** of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015** ("SEBI Listing Regulations"), and other applicable laws/statutory provisions, as amended from time to time, the consent of the Board be and is hereby accorded to appoint **M/s A. Murarka & Co., Practising Company Secretaries** (Firm Registration No.: **S1992WB10700**) as the **Secretarial Auditors of the Company** for a term of **five consecutive financial years** commencing from **FY 2025-26 to FY 2029-30**, at such fees, plus applicable taxes and reimbursement of out-of-pocket expenses, as may be mutually agreed between the Board of Directors and the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

4. **To appoint Mrs. Saroj Chandak (DIN:03505279) as Executive Director**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161(1), 196, 197, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals as may be necessary, the appointment of Mrs. Saroj Chandak (DIN: 03505279), who was appointed as an Additional Director of the Company with effect from 01st June, 2025 and holds office up to the date of this Annual General Meeting, be and is hereby approved and regularised as an Executive Director of the Company, liable to retire by rotation. She is appointed for the period of 5 years from 1st June, 2025 to 31st May, 2030.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 188 and 197 of the Companies Act, 2013 read with Schedule V thereto and other applicable rules, the approval of members be and is hereby accorded for payment of remuneration to Mrs. Saroj Chandak as Executive Director, as approved by the Board of Directors, with authority to the Board to vary, alter or enhance the remuneration from time to time, including such remuneration that may exceed the thresholds prescribed under Section 197(1) of the Act (i.e., 5% individually or 10% collectively for all whole-time directors), and/or in aggregate may exceed 11% of the net profits of the Company for the relevant financial year, as may be deemed necessary, subject to the provisions of Schedule V and such approvals as may be required.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any financial year, such remuneration may be paid as minimum remuneration to Mrs. Saroj Chandak in accordance with the provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such steps, do all such acts, deeds and things, including filing necessary forms and returns with the Registrar of Companies, as may be required to give effect to the foregoing resolution.

5. **To appoint Mr. Dipesh Chandak as Chief Financial Officer (CFO)**

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

"RESOLVED THAT pursuant to the provisions of Sections 188, 203 and other applicable provisions of the Companies Act, 2013 read with Rule 8 and Rule 15(3)(b) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other applicable laws, rules and regulations as amended from time to time, and subject to such approvals as may be necessary, consent of the shareholders be and is hereby accorded for the appointment of Mr. Dipesh Chandak, who is a relative of Promoter and Whole-time Director, as the Chief Financial Officer and Key Managerial Personnel of the Company, with effect from 1st June, 2025, on such terms and conditions including remuneration as may be decided by the Board of Directors.
RESOLVED FURTHER THAT the said appointment is deemed to be a Related Party Transaction and may be classified as a Material Related Party Transaction under Regulation 23 of SEBI (LODR), 2015, if the value of remuneration or benefits exceeds the prescribed limits.

RESOLVED FURTHER THAT all Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as may be necessary to give effect to this resolution."

6. **Authorization to Board for making of any Investment / giving any Loan or Guarantee / providing Security under Section 186 of Companies Act, 2013**

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

"**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard, pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 ("the Act') read with The Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force) and subject to such other approvals, consents, sanctions and permissions as may be necessary, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution)to invest, from time to time, any sum or sums of money in shares and securities, grant loans, give guarantees and/or provide security in respect of loan to any person or bodies corporate together with the monies already invested into shares and securities and loans given, guarantee given or security provided to the extent of Rs. 30,00,00,000/- (Rupees Thirty Crore Only) over and above the prescribed limit of aggregate of sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher, on the terms and conditions as may be determined by the Board of Directors at their discretion.

RESOLVED FURTHER THAT the Board of Directors of the Company (or a Committee thereof constituted for this purpose) be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution

7. Approval of Material Party Transaction with M/s Aayog Agro Private Limited

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

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard, pursuant to pursuant to the provisions of Section 188(1) of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, **Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Related Party Transaction Policy of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee thereof or any person(s) authorized by the Board), to enter into the following related party transaction with the related party mentioned below, during the financial year 2025–26 and thereafter, up to the maximum limit as specified herein:

S.No.	Name of Related Party	Nature of Relationship	Nature and Particulars of the Transaction	Value of Transaction Max. Amount (in crores)
1	Aayog Agro Private Limited	Group	Granting Loan	25.00

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine and finalise the detailed terms and conditions of the said transaction, including the rate of interest, tenure, and repayment schedule, and to do all such acts, deeds, matters and things, including execution of documents, agreements, and making necessary filings, as may be required to give effect to this resolution and in the best interest of the Company."

8. **To provide Loan to M/s. Aayog Agro Private Limited, a Company in Which Directors of the Company are Interested in terms of Section 185 of Companies Act, .2013**

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

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard, pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee thereof or any person(s) authorized by the Board) to grant loan(s), in one or more tranches, to **M/s Aayog Agro Private Limited**, a Company in which the Directors of the Company are interested, up to an aggregate amount not exceeding **₹25,00,00,000/- (Rupees Twenty-Five Crores only)**, on such terms and conditions, including interest, tenure, repayment schedule, and security, as may be decided by the Board from time to time and as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, agreements, instruments and writings, as may be required or deemed necessary, proper, or desirable to give effect to this resolution, including accepting any modifications in the terms and conditions of the loan."

By the order of the Board of Directors

Registered Office

"FMC Fortuna"
14A, 5th Floor
234/3A AJC Bose Road
Kolkata- 700020

Shradha Chandak
Whole-Time Director
DIN: 07615077

Date: 09th July, 2025
Place: Kolkata

Notes:

1. The Explanatory Statement setting out material facts concerning the business under item no. 3 to 8 of the Notice is annexed hereto (Section 102 of the Companies Act, 2013 (“Act”))

   Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting (‘Meeting’ or ‘AGM’) is furnished as Annexure to this Notice.

2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself /herself and the proxy need not be a member of the company.

3. The Proxies to be effective must be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

4. A person can act as proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Members holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.

5. The Members/ Proxies attending the meeting are requested to bring the enclosed Attendance Slip and their copy of the Annual Report for the meeting and deliver the same after filling in their folio number at the entrance of the meeting hall. Admission to the Meeting venue will be allowed only on verification of the signature(s) on the Attendance Slip.

6. Members are requested to notify immediately the change, if any, of the address registered with the Company.

7. The Register of Members and Share Transfer Books of the Company will remain closed from 21st August 2025 to 27th August, 2025 (both days inclusive).

8. The company has fixed Wednesday, 20th August 2025 as record date.

9. Corporate Members intending to send their authorized representative (s) to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

10. Members holding more than one share certificate in the same name or joint names in same order but under different ledger folios, are requested to apply to the Company's Registrar and Share Transfer Agent M/s. Maheshwari Datamatics Private Limited to enable them to consolidate all such holdings into one single Account.

11. This notice is being issued having regard to provisions of Section 108 of the Companies Act, 2013 and the rules made there under and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with Stock Exchanges.

12. In case shares are held in physical mode, please provide Folio No., Name of shareholder, PAN (self-attested scanned copy of PAN card), Email updating Undertaking form (Duly Signed), Email id and a valid mobile number and update the same on the website of Company's Registrar and Share Transfer Agent M/s. Maheshwari Datamatics Private Limited (https://mdpl.in/form) (SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/ 2023/169 dated October 12,2023). If any member has any other query kindly mail us at 1981svpl@gmail.com

13. The Annual Report for the financial year 2024-25, Notice of the 44th AGM. and instruction for remote e-voting, along with Attendance Slip and Proxy Form, is being sent by electronic mode to all the members whose email IDs are registered with the Company for communication purpose, unless any member has requested for hard copy of the same. For members who have not registered get their mail id register before 20th August, 2025 and Members may also note that these documents will be available on the Company's website i.e www.svpl1981.com and CSE website www.cse-india.com

14. Pursuant to the provision of Section 108 of the Act read with rules thereof, Mr. Sunil Kumar Maheshwari, Practicing Company Secretary, (Membership No. ACS 30808) has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process and casting vote through the e-Voting system during the Meeting in a fair and transparent manner.

15. All documents referred to in the accompanying notice and the Explanatory Statement are available for inspection at the Registered Office of the Company during working hours between 10.00 A.M. to 5.00 P.M. except holidays up to the date of the Meeting

16. Members can raise questions during the meeting or in advance at 1981svpl@gmail.com. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.

17. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.svpl1981.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. Calcutta Stock Exchange at www.cse-india.comand the AGM Notice is also

available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

18. The requests for effecting transmission/transposition of securities shall be processed in the dematerialized form. In order to eliminate all risks associated with physical shares and avail various benefits of dematerialization. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent, Maheshwari Datamatics Private Limited ("Registrar" or "RTA") at mdpldc@yahoo.com for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on the RTA website https://www.mdpl.in .

19. The facility for making nomination is also available for the Members in respect of the Shares held by them, Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13(Section 72 of the Act).

    If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR -3 or SH-14 as the case may be, The said forms can be downloaded from the RTA website https://www.mdpl.in . Members are requested to submit the said details to their DP in case the share are held in dematerialized form and to RTA in case the shares are held in physical forms.

20. Members may please note that SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 has 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, the format of which is available on the on the website of the Company’s RTA, Maheshwari Datamatics Private Limited at https://www.mdpl.in . It may be noted that any service request received by member can be processed by RTA/the Company only after the folio is KYC Compliant.

21. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

22. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued

to such Members after making the requisite changes. The consolidation will be processed in demat form.

23. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

24. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal - https://smartodr.in/login") to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal. Link to access ODR portal is available on Company's website https://on.tcs.com/ODRPortal [SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023]

25. A route map showing direction to reach the venue of the AGM is given at the end of this notice.

26. Members holding shares in physical form should be KYC complaint and receive the dividends directly in their bank accounts through Electronic Clearing Service or any other means. Members are requested to send the following documents to our RTA , so as to reach the RTA before the record date i.e. August 20, 2025.

S No	Form	Purpose
1	Form ISR- 1	To register/update PAN, KYC details
2	Form ISR-2	To Confirm Signature of securities holder by the Banker
3	Form ISR-3	Declaration Form for opting-out of Nomination
4	Form SH-13	Nomination Form
5	Form SH-14	Cancellation or Variation of Nomination (if any)

All the above forms are available on the website of the company and website of the RTA at https://www.mdpl.in/ . Shareholders are requested to submit duly filled in to RTA/ Company.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:-

The remote e-voting period begins on Sunday, 24th August, 2025 at 09:00 A.M. and ends on Tuesday, 26th August, 2025 at 5:00 P.M. 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. 20th August, 2025 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, being 20th August, 2025.

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 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 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 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 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 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen

	will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. 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. 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 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.

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 for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>

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.

<u>Step 2: Cast your vote electronically on NSDL e-Voting system.</u>

<u>How to cast your vote electronically on NSDL e-Voting system?</u>

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 is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

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.

<u>General Guidelines for shareholders</u>

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 sunilkumarmaheshwari@gmail.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 Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / 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 1981svpl@gmail.com

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 1981svpl@gmail.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 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.

Other Information for Members:-

1. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, /folio number, email id, mobile number at 1981svpl@gmail.com latest by 5.00 p.m. (IST) on Wednesday, 20th August, 2025.

2. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote

3. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s)

4. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

5. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting by means of Ballot paper/poll at the AGM.

6. Mr. Sunil Kumar Maheshwari, Company Secretary in Practice has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

7. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility

8. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

9. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the CSE Limited, Kolkata

10. The facility of e –voting would be provided once for every folio / client id, irrespective of the number of joint holders.

11. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

12. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak.

13. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

14. Members who need assistance before or during the AGM, send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / evoting@nsdl.com or may contact call 022 - 4886 7000

By the order of the Board of Directors

Registered Office

"FMC Fortuna"
14A, 5th Floor
234/3A AJC Bose Road
Kolkata- 700020

Shradha Chandak
Whole-Time Director
DIN: 07615077

Date: 09th July, 2025
Place: Kolkata

Explanatory Statement

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 8 of the accompanying Notice:

ITEM NO. 3

To appoint Secretarial Auditors of the Company

The provisions of **Section 204** of the Companies Act, 2013 read with **Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**, and **Regulation 24A** of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, require every listed company to annex with its Board's report a Secretarial Audit Report issued by a Company Secretary in Practice.

The Board of Directors, on the recommendation of the Audit Committee, proposes to appoint **M/s A. Murarka & Co., Practising Company Secretaries (Firm Registration No. S1992WB10700)** as **Secretarial Auditors** of the Company, to conduct Secretarial Audit for a period of **five consecutive financial years**, starting from **financial year 2025–26 to 2029–30**. M/s A. Murarka & Co. have consented to the proposed appointment and confirmed their eligibility under Section 204 of the Companies Act, 2013 and the rules made thereunder.

The Board recommends the passing of the resolution as an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel (KMPs) of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

ITEM NO. 4

To appoint Mrs. Saroj Chandak (DIN:03505279) as Executive Director

The Board of Directors, at its meeting held on [Insert Board Meeting Date], appointed **Mrs. Saroj Chandak (DIN: 03505279)** as an **Additional Director** in the category of **Executive Director** of the Company with effect from **01st June, 2025**, under Section 161(1) of the Companies Act, 2013. She holds office up to the date of this Annual General Meeting.

Saroj Chandak has been appointed for period of 5 year from 1st June, 2025 to 31st May, 2025

The Company has received a notice in writing from a member under Section 160(1) of the Act, proposing her candidature for appointment as a Director.

Mrs. Chandak is related to Mr. Hitesh Chandak, Director and promoter of the Company and therefore, her appointment and remuneration fall under the category of a **related party transaction** under Section 188 of the Companies Act, 2013.

The remuneration approved by the Board of Directors is currently within the limits prescribed under Section 197. However, in order to provide **flexibility to the Board** to **revise the remuneration in future**, including instances where **the individual or aggregate limits may exceed** the percentages prescribed under Section 197(1), approval of the shareholders is being sought by way of **Special Resolution** as a proactive measure. The Current Structure of the Director Remuneration are:

i. Basic Salary: Rs 25000/- p.m

ii. Bonus: Bonus may include Performance Bonus as decided by Board of Directors from time to time

iii. Perquisites and other benefits

a. Reimbursement of Corporate Relations Expenses: The Executive Director is entitled to a reimbursement of Corporate Relations Expenses subject to submission of bills.

b. Medical Reimbursement: Medical and hospitalisation benefits for self and family by way of reimbursement of expenses for Medical Insurance, the total cost of which shall not exceed such amount as decided by the Board of Directors from time to time.

c. Club fees: Entrance fees and monthly subscription fees are payable, subject to a maximum of two clubs.

d. Company's contribution to the provident fund and superannuation fund: As per the rules of the Company.

e. Gratuity: As per the rules of the Company

f. Earned / privileged leave: As per the rules of the Company.

g. Telephone / Telefax / Internet: The Company shall reimburse rent, taxes, and call charges of telephone / telefax at the residence of the Executive Director. The Company shall also provide cellular phones with a roaming facility and reimburse all charges pertaining to the same. The Company shall also reimburse the cost of the Internet connection at the residence of the Executive Director.

h. Books and Periodicals: The Executive Director shall be entitled to reimbursement of the cost of books and periodicals subject to a ceiling as decided by the Board of Directors from time to time.

i. Other Privileges: Such other privileges, facilities, perquisites and amenities as may be applicable from time to time to the Executives of the Company.

Explanation

• Perquisites shall be evaluated as per the Income-Tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.

• 'Family' means the spouse, the dependent children, and the dependent parents of the Executive Director.

This resolution also seeks members' approval under **Schedule V** to pay remuneration as **minimum remuneration** in the event the Company has inadequate or no profits in any financial year during her tenure. Profile of the Director given in the Annexure to the Notes

None of the Directors, Key Managerial Personnel, or their relatives, except **Mrs. Saroj Chandak** and her relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

The Board recommends the resolution for approval of the shareholders as a **Special Resolution**.

ITEM NO. 5

To Appoint Mr. Dipesh Chandak as Chief Financial Officer (CFO)

Mr. **Dipesh Chandak** is proposed to be appointed as the **Chief Financial Officer (CFO)** and **Key Managerial Personnel (KMP)** of the Company with effect from **1st June, 2025**, in accordance with the provisions of **Section 203** of the Companies Act, 2013.

Mr. Dipesh Chandak is a **relative** of the existing Directors and KMPs of the Company, and accordingly, the proposed appointment is covered under **Section 188(1)(f)** of the Companies Act, 2013 as a **Related Party Transaction**. The specific relationships are as follows:

- **Brother** of Mr. **Hitesh Chandak**, Promoter Director;
- **Father-in-law** of Mrs. **Shradha Chandak**, Whole-time Director;
- **Father** of Mr. **Ankit Chandak**, Non-Executive Director;
- **Husband** of the former CFO of the Company.

Further, the proposed **remuneration may exceed ₹2.5 lakh per month**, and as such, in terms of **Rule 15(3)(b)** of the Companies (Meetings of Board and its Powers) Rules, 2014, the prior approval of shareholders by way of an **Ordinary Resolution** is required.

Moreover, in terms of **Regulation 23 of the SEBI (LODR) Regulations, 2015**, if the value of the proposed transaction exceeds **10% of the consolidated annual turnover** of the Company, it shall be considered a **Material Related Party Transaction**, and the approval of shareholders is required through an ordinary resolution, with **all related parties abstaining from voting**.

The Board of Directors and Audit Committee have approved the appointment and recommend the resolution for the approval of shareholders.

None of the Directors, Key Managerial Personnel (KMP) or their relatives, except the following, are concerned or interested in the resolution:

- Mr. **Dipesh Chandak**, proposed appointee;
- Mrs. **Shradha Chandak**, Whole-time Director;
- Mr. **Hitesh Chandak**, Promoter Director; and
- Mr. **Ankit Chandak**, Non-Executive Director.

The Board recommends the resolution for approval of the shareholders by way of an **Ordinary Resolution**.

ITEM NO. 6

Authorization to Board for making of any Investment / giving any Loan or Guarantee / providing Security under Section 186 of Companies Act, 2013

As per the provisions of Section 186(2) of the Companies Act, 2013, a company is not permitted to:

Directly or indirectly give any loan to any person or other body corporate;

Give any guarantee or provide security in connection with a loan to any other body corporate or person; and

Acquire by way of subscription, purchase or otherwise the securities of any other body corporate, beyond 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, unless approved by a special resolution passed at a general meeting of the members.

In order to enable the Company to explore strategic opportunities and deploy surplus funds efficiently for the benefit of the business, the Board seeks the approval of shareholders to authorize investments, loans, guarantees, and security for an aggregate amount not exceeding ₹30,00,00,000/- (Rupees Thirty Crore only) over and above the prescribed limits.

This will provide flexibility to the Board of Directors to make such strategic financial decisions, subject to applicable conditions and disclosures under the Companies Act, 2013 and SEBI regulations.

The Board of Directors recommends the passing of the resolution as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

Disclosure as required under SS-2 & SEBI (LODR) Regulations. 2015

S.NO.	Requirement	Disclosure
1	Particulars of transaction	Investment in securities, giving loans, guarantees, or providing security under Section 186
2	Purpose of Transaction	To support business growth, strategic investments or operational requirement including inter-corporate arrangement
3	Name of party	NA
4	Relationship	NA
5	Amount and particulars	Upto Rs 30,00,00,000/- (Rupees Thirty Crore only) in aggregate

6	Nature of interest of directors/KMP	None of the Directors, KMPs or their relatives are directly or indirectly concerned or interested in this resolution
7	Financial impact	Would result in deployment of Company funds, expected to generate business advantage or strategic benefit
8	Board approval date	9th July, 2025
9.	Justification	Necessary for flexibility to invest or support group entities or bodies corporate in line with strategic objectives
10	Regulation Compliance	In compliance with Section 186 of Companies Act, 2013, Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 24 and 36(3) of SEBI (LODR) Regulations, 2015 and SS-2 issued by ICSI

ITEM NO. 7

Approval of Material Party Transaction with M/s Aayog Agro Private Limited

The Board of Directors of the Company, at its meeting held on 9th July, 2025 approved the proposal to enter into a related party transaction with **Aayog Agro Private Limited** for **granting a loan** up to a maximum amount of **₹25.00 Crores**.

Aayog Agro Private Limited is a related party of the Company under the provisions of **Section 2(76)** of the Companies Act, 2013 and **Regulation 2(zb)** of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), since
:

- **Mrs. Shradha Chandak**, Whole-time Director of the Company, is a **member** of Aayog Agro Private Limited.

- **Mr. Hitesh Chandak**, Promoter Director of the Company, is also a **member** of Aayog Agro Private Limited and **father of a director** in Aayog Agro Private Limited.

- Mr. Ankit Chandak, brother of Director of Aayog Agro Private Limited

- Mrs. Saroj Chandak, proposed ececutive director is also a member and the mother of Director of Aayog Agro Private Limited

- Mr. Dipesh Chandak, proposed CFO us also a member and the father of Director of Aayog Agro Private Limited

The transaction is **in the ordinary course of business and at arm's length**, and hence, falls within the scope of **Section 188(1)** of the Companies Act, 2013 and requires the **prior approval of shareholders** in terms of **Rule 15(3)** of the Companies (Meetings of Board and its Powers) Rules, 2014.

Further, under **Regulation 23(4)** of SEBI LODR, any related party transaction which exceeds the materiality threshold (i.e., 10% of the consolidated annual turnover) shall be considered as a **Material Related Party Transaction (MRPT)** and shall also require the approval of shareholders through an **Ordinary Resolution**, with **all related parties abstaining from voting**.

Details in respect of the related party transactions as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are specified below:

S.NO.	Particulars	Details
1	Name of Related Party	Aayog Agro Private Limited
2	Name of Director(s) or KMP related	Mrs. Shradha Chandak- Member of Aayog Agro Private Limited Mr. Hitesh Chandak – Member, Promoter and father of the Director of Aayog Agro Private Limited Mrs. Saroj Chandak – Member and mother of the Director of Aayog Agro Private Limited Mr. Dipesh Chandak – Member and father of the Director of Aayog Agro Private Limited
3	Nature of Relationship	Related party under Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of SEBI LODR
4	Nature of Transaction	Granting of Loan
5	Material Term	On mutually agreed terms; interest (if any), tenure, and repayment terms to be decided by the Board
6	Value of Transaction	Upto ₹25.00 crore
7.	Whether transaction is at arm's length	Yes
8.	Whether the transaction is in ordinary cause of business	Yes
9.	Tenure and Commercial terms	As may be determined by the Board in the best interest of the Company,
10.	Any other information relevant	The transaction is proposed with proper checks, and Board believes it to be beneficial to the Company

ITEM NO. 8

To provide Loan to M/s. Aayog Agro Private Limited, a Company in Which Directors of the Company are Interested in terms of Section 185 of Companies Act, .2013

The Board of Directors of the Company proposes to grant a loan up to an amount not exceeding ₹25,00,00,000/- (Rupees Twenty-Five Crores Only) to **M/s. Aayog Agro Private Limited**, a Company in which **Mrs. Shradha Chandak**, Whole-time Director of the Company, is a member, and **Mr. Hitesh Chandak**, Promoter Director, is the father of a Director of Aayog Agro Private Limited and member of Aayog Agro Private Limited and Mrs. Saroj Chandak , proposed executive director is the member and mother of Director of M/s Aayog Agro Private Limited. Mr. Ankit Chandak , a non -executive director is the brother of the Director for Aayog Agro Private Limited.

Accordingly, **M/s. Aayog Agro Private Limited** falls under the category of entities in which directors are interested as per the provisions of **Section 185 of the Companies Act, 2013**.
Section 185(1) prohibits advancing of loans to directors and entities connected to them, but **Section 185(2)** permits such loans **subject to the passing of a Special Resolution** by the shareholders and adherence to certain conditions, including:

- The loan is utilized by the borrowing company for its **principal business activities**, and
- The terms of the loan are fair and reasonable.

The proposed loan would be granted on such terms and conditions, including rate of interest, security, repayment period, etc., as may be decided by the Board of Directors of the Company, keeping in view the Company's interest.

The Board believes that the proposed loan would be in the best interest of the Company and aligned with the business strategy and objectives of the group.

Particulars of the Loan (as per Section 185 & SS-2):

S.No.	Particulars	Details
1	Name of borrowing Entity	M/s Aayog Agro Private Limited
2	Amount of Loa Proposed	Upto Rs 25 crore
3	Purpose of Laon	For business operations and working capital requirements
4	Rate of interest	As may be determined by

		the Board but not less than prevailing government bond rate
5	Security	Unsecured Loan
6	Relationship	Related party as per Section 2(76): Director is a member and family of other director
7	Terms & repayment	As mutually agreed between partie

ANNEXURE TO THE NOTICE

Information pertaining to Director seeking reappointment as mentioned under Regulation 36(3) of SEBI (Listing Obligation and Disclosures) Regulation, 2015 and applicable Secretarial Standard -2

Name of the Director	**Mrs. Shradha Chandak**	**Mrs. Saroj Chandak**
Director Identification Number	07615077	03505279
Designation/category of the Director	Whole-time Director	Executive Director
Age	36 years	59 years
Date of the first appointment on the Board	01/01/2017	01/06/2025
Qualification	Bachelor Degree in Commerce and a Chartered Accountant	B.com
Profile, Experience and Expertise in specific functional areas	She has expertise knowledge in Finance	She is expert in Administration
Shareholding in the Company including shareholding as a beneficial owner	NIL	
Relationship with the other Directors	Spouse of Mr. Ankit Chandak	Spouse of Mr. Hitesh Chandak
Terms & conditions of the reappointment	To retire by rotation	Appointed for 5 years and eligible for retired by rotation
Directorship held in other Company	Ankit India Limited	Kanishk Vintrade Private Limited
Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	Nomination and Remuneration Committee & Stakeholder Committee of Ankit India Limited – Member (in total 2)	-
Number of meetings of the Board attended during the financial year	5 out of 5 in FY 2024-25 & 2 out of 2 in FY 2025-26	1 meeting of FY 2025-26

SHARSHYAMURTI VANIJYA PRATISTHAN LIMITED

CIN: L67120WB1981PLC033640
14A, 5TH FLOOR, FMC FORTUNA, 234/3A A.J.C.BOSE ROAD, KOLKATA-700020,
Ph: 22874360, Email: 1981svpl@gmail.com, website: www.spvl1981.com

FORM NO: MGT – 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L67120WB1981PLC033640
Name of the company : Sharshyamurti Vanijya Pratisthan Limited
Registered office : 234/3A, A.J.C. Bose Road, 'FMC Fortuna', 14A, 5th Floor, Kolkata – 700 020.

Name of the member (s):
Registered Address :
E-mail Id :
Folio No/ Client Id :
DP ID :

I/We, being the member (s) of ________________ shares of Sharshyamurti Vanijya Pratisthan Ltd., hereby appoint;

2. Name :
   Address :
   E-mail Id :
   Signature:__________, or failing him

3. Name :
   Address :
   E-mail Id :
   Signature:__________, or failing him

4. Name :
   Address :
   E-mail Id :
   Signature:___________

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday, 27th day of August, 2025 at 10.30 A.M. at 234/3A, A.J.C. Bose Road, 'FMC Fortuna', 14A, 5th Floor, Kolkata – 700 020, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution Proposed	Type of Resolution	For	Right
Ordinary Business				
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution		
2	To appoint a director in place of Mrs. Shradha Chandak (DIN: 07615077), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.	Ordinary Resolution		
Special Business				
3	To appoint M/s A. Murarka & Co., Practising Company Secretaries (Firm Registration No.: S1992WB10700) as the Secretarial Auditors of the Company for a term of five consecutive financial years commencing from FY 2025-26 to FY 2029-30	Ordinary Resolution		
4	To appoint Mrs. Saroj Chandak (DIN:03505279) as Executive Director	Special Resolution		
5	To appoint Mr. Dipesh Chandak as Chief Financial Officer (CFO)	Ordinary Resolution		
6	Authorization to Board for making of any Investment / giving any Loan or Guarantee / providing Security under Section 186 of Companies Act, 2013 upto Rs 30,00,00,000/-	Special Resolution		

7	Approval of Material Party Transaction with M/s Aayog Agro Private Limited upto Rs 25,00,00,000/-	Ordinary Resolution		
8	To provide Loan to M/s. Aayog Agro Private Limited, a Company in Which Directors of the Company are Interested in terms of Section 185 of Companies Act, .2013	Special Resolution		

Signed this_________ day of ___________, 2025

Signature of Shareholder :
Signature of Proxy holder(s) :

Affix a Revenue Stamp of Re1/-

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. For the full text of the aforesaid resolutions, statements and notes, please refer to the Notice including the explanatory statement if any, convening this Annual General Meeting of the Company.

SHARSHYAMURTI VANIJYA PRATISTHAN LIMITED

CIN: L67120WB1981PLC033640
14A, 5TH FLOOR, FMC FORTUNA, 234/3A A.J.C.BOSE ROAD, KOLKATA-700020,
Ph: 22874360, Email: 1981svpl@gmail.com, website: www.spvl1981.com

ATTENDANCE SLIP

(to be presented at the entrance)

Name of Shareholder(in block letters)	Folio No./DP id & Clientid	No. of Shares held

I/We hereby record my/our presence at the ANNUAL GENERAL MEETING of the Company to be held on Wednesday, 27th August,2025 at 10.30 A.M. at 234/3A, A.J.C. Bose Road, 'FMC Fortuna', 14A, 5th Floor, , Kolkata – 700 020.

Signature of Member(s)/Proxy

Note : Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the ENTRANCE of the meeting venue.

--(tear here)--

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User Id	Password

Note: The remote E-Voting period begins on Sunday 24th August, 2025 at 09.00 A.M. and ends on Tuesday 26th August, 2025 at 5.00 P.M. The E-Voting module shall be disabled by NSDL thereafter.

ROUTE MAP TO THE AGM VENUE OF
SHARSHYAMURTI VANIJYA PRATISTHAN LTD.