

SPECTRUM FOODS LIMITED

Regd. Office :- Surya House, L-5, B-II, Krishna Marg, C-Scheme, Jaipur - 302001 Rajasthan INDIA
(Ph) :- +91 141 2379483, 2372946 • Fax :- 0141-2365888 • Mail :- salt@suryasalt.com | account@suryasalt.com
CIN :- L15499RJ1994PLC00816

Date: 05.09.2025

Ref: SFL/JPR/2025

To,
Corporate Relation Department,
Bombay Stock Exchange
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Kala Ghoda, Fort,
Mumbai, Maharashtra-400001

Sub: Submission of notice of 31st Annual General Meeting

Ref: Scrip code: 531982

Dear Sir,

We hereby inform you that the **Thirty-First (31st) Annual General Meeting ("AGM")** of the members of the Company will be held on Saturday, September 27, 2025 at 04:30 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

We enclose herewith the Notice of the AGM to be held on September 05, 2025.

The Notice is also uploaded on the Company's website and can be accessed at:
<https://spectrumfoodslimited.com>

Kindly take the same on record.

Thanking you

Yours Truly

For Spectrum Foods Limited

Girdhar Saboo
Managing Director
DIN: 00364750

NOTICE OF 31st ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of the members of Spectrum Foods Limited will be held on Saturday, 27th September, 2025 at 04:30 P.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company as on 31st March, 2025 including any explanatory note annexed there to, or forming part of the aforementioned documents, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Sangita Devi, who retires by rotation and being eligible offers herself for re-appointment in this regards.

SPECIAL BUSINESS:

3. APPOINTMENT OF SECRETARIAL AUDITOR FOR THE TERM OF FIVE CONSECUTIVE YEARS

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 in accordance with Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Board of Directors, the approval of the members of the Company be and is hereby accorded for the appointment of **M/s Naredi Vinod and Associates**, Practicing Company Secretaries, a **peer-reviewed firm** duly recognized by the **Institute of Company Secretaries of India (ICSI)**, as the **Secretarial Auditor** of the Company for conducting the Secretarial Audit for compliance under the Companies Act, 2013 and SEBI regulations, for the term of five consecutive financial years commencing from **Financial Year 2025-26 to Financial Year 2029-30** on such remuneration and terms and conditions as may be mutually agreed upon by the board and the said secretarial auditor.

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof) be and are hereby authorized to determine the remuneration, finalize terms and conditions of appointment, and to do all such acts, deeds, matters and things as may be necessary, desirable, or expedient to give effect to this resolution, including the filing of necessary forms, disclosures, and intimations with statutory authorities and stock exchanges as applicable.”

4. CONSIDERATION FOR TRANSFER OF BUSINESS UNIT TO THE SUBSIDIARY COMPANY

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

“RESOLVED THAT, pursuant to the provisions of Section 180(1)(a), Section 188, and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder (including any statutory

modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded to transfer, sell and assign the **Samskara Resorts, Pushkar** (Business Unit) of the Company (not amounting to an undertaking as defined under Section 180(1)(a) of the Act), to Siyana Resorts Private Limited, Subsidiary company and related party, on a going concern basis, for a lump sum consideration to be determined on the basis of book value of the Assets and Liabilities, with effect from such date as may be mutually agreed upon between the parties and approved by the Board of Directors and Shareholders in ensuing meetings.

RESOLVED FURTHER THAT the transfer shall include all assets and liabilities, contracts, licenses, employees, and obligations pertaining to the said business unit, and shall be effected at their book values, on an "as is where is" and "as is what is" basis, without assigning values to individual assets and liabilities.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to finalize the terms and conditions of said transfer, execute necessary business transfer agreement(s) and such other documents as may be required, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in connection therewith to give effect to this resolution, including but not limited to determining the effective date, obtaining requisite approvals, and settling any questions or difficulties arising in the course of implementation of the transfer."

5. TO ENTER INTO RELATED PARTY TRANSACTIONS

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

"RESOLVED THAT pursuant to the provisions of **Section 188** and other applicable provisions, if any, of the **Companies Act, 2013**, read with the **Companies (Meetings of Board and its Powers) Rules, 2014** (as amended), and **Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, as amended from time to time, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the members be and is hereby accorded to the Company to enter into related party transactions in the **ordinary course of business and at arm's length basis**, with the related parties and up to the maximum limits as mentioned in the Explanatory Statement annexed to this Notice.

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

Date: 05.09.2025

Place: Jaipur

By Order Of The Board

Sd/-

Girdhar Saboo
Managing Director
(DIN- 00364750)

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at <https://spectrumfoodslimited.com/>. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on <24 September, 2025 at 10:00 A.M.> and ends on <26 September, 2025 at 05: 00 P.M.>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <20th September, 2025> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) 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 above said 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: Individual Shareholders holding securities in Demat mode with CDSL Depository

Login Method:

- 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 cdsi 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 e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
- 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi 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 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.

Type of shareholders: Individual Shareholders holding securities in demat mode with NSDL Depository

Login Method:

- 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.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 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.

Type of shareholders: Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)

Login Method:

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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: Individual Shareholders holding securities in Demat mode with CDSL:-

Helpdesk details:

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 -22 -55- 33

Login type: Individual Shareholders holding securities in Demat mode with NSDL:-

Helpdesk details:

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 -1020 -990 and 1800- 22- 44- 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for 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)

- 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.

- 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.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (ix) Click on the EVSN for the relevant <SPECTRUM FOODS LTD> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- 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.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
 - 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.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - 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.
 - 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 account@suryasalt.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/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 AGM/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 atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at account@suryasalt.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at account@suryasalt.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 AGM/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/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM 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.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For **Individual Demat shareholders** – Please update your email id & mobile no. with your respective **Depository Participant (DP)** which is mandatory while e-Voting & joining virtual meetings through **Depository**.
4. The relevant details as required under Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations), of persons seeking appointment / re-appointment as Directors are also annexed.
5. The register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2025 to 26th September, 2025 (both days inclusive).
6. Non-Resident Indian Shareholders are requested to inform M/s Beetal Financial & Computer Services (P) Ltd., the Registrar and Share Transfer Agent of the Company immediately about:
 - a. The change in the Residential status on return to India for permanent settlement.
 - b. The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
7. Members requiring information on the accounts are requested to write to the Company at least 7 (Seven) days before the date of the meeting to enable the Company to furnish the information.
8. Members are requested to:
 - a. Intimate change in their Registered Addresses, if any, in respect of Equity Shares held in electronic form (Dematerialized form) to their Depository Participant(s).
 - b. Intimate the Registrar & Share Transfer Agent about any change in their Registered Addresses in respect of equity shares held in physical form.
 - c. Quote the registered folio number / DP-ID and CL-ID in all future correspondence.
 - d. To address their grievances to the Company Secretary if any, at the Registered Office of the Company.
9. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
10. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
11. The Company has appointed Mr. Vinod Naredi, Company Secretary in whole time practice as Scrutinizer, for conducting the process in a fair and transparent manner.
12. Voting rights will be reckoned on the paid-up value of the shares registered in the name(s) of the public shareholder(s) on the cut-off date i.e. September 20, 2025.
13. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
14. The Scrutinizer will submit his report addressed to the Board of Directors of the Company, to the Chairman appointed by the Company in this regard or to any other person duly authorized in this behalf by the Chairman,

after completion of scrutiny of including e-voting in a fair and transparent manner. The results of the will be announced by the Chairman appointed by the Company in this regard or by the Person authorized in this behalf by the Chairman at the Registered Office of the Company and will also be published in newspapers and communicated to the Stock Exchanges where the Company's shares are listed.

15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company up to and including the date of the Annual General Meeting of the Company. Members desirous of inspecting the same may send their request at account@suryasalt.com from their registered email address mentioning their name and folio/demat account numbers.
16. The investors may contact the Company Secretary for redressed of their grievances/queries. For this purpose, they may either write to him at the Registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address- account@suryasalt.com
17. Queries on account and operations may please be sent to the Company, 7 days in advance of the Annual General Meeting so that the answers may be made available at the meeting.

Date: 05.09.2025

Place: Jaipur

By Order Of The Board

Sd/-

Girdhar Saboo

Managing Director

(DIN- 00364750)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex with its Board's report a Secretarial Audit Report, given by a Company Secretary in practice.

Further, as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity is required to conduct an annual Secretarial Audit and submit a report from a Company Secretary in practice in the format specified by SEBI.

In compliance with the above provisions, the Board of Directors, based on the recommendation of the management and subject to approval of the members, proposes to appoint M/s Naredi Vinod and Associates, Practicing Company Secretaries, having a valid Peer Review Certificate issued by the Institute of Company Secretaries of India (ICSI), as the Secretarial Auditor of the Company for a term of five consecutive financial years from FY 2025-26 to FY 2029-30.

M/s Naredi Vinod and Associates possess relevant experience and professional competence in secretarial and corporate legal matters and meet the eligibility criteria as prescribed under the applicable laws.

The remuneration and other terms of appointment shall be mutually decided between the Board of Directors and the said Secretarial Auditor.

None of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 4:

The Company operates a hospitality unit under the name "Samskara Resort, Pushkar", which is proposed to be transferred to Siyana Resorts Private Limited, a group company, as part of internal business restructuring and strategic alignment of operations within the group.

This business unit does not constitute an "undertaking" as defined under Section 180(1)(a) of the Companies Act, 2013, and its transfer will not result in the disposal of a substantial part of the Company's assets or business. However, since the transfer is to a related party, the transaction attracts the provisions of Section 188 of the Companies Act, 2013, and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which require the prior approval of the Members of the Company by way of an Ordinary Resolution.

The key terms of the proposed transaction are as follows:

- The business unit shall be transferred to the group company i.e. Siyana Resorts Private Limited and such sale will be on a going concern basis, ensuring continuity of operations.

- All assets and liabilities pertaining to the said unit shall be transferred at their book values.
- The consideration shall be determined on the basis of the book value of the assets and liabilities being transferred and shall be payable in a lump sum.
- The transaction shall be subject to execution of definitive agreements and requisite approvals, if any.

The transfer is expected to bring operational efficiency, focus, and strategic benefits to both the transferor and the transferee entities within the group.

The Board recommends the resolution set out in Item No. 4 of the Notice for approval of the members by way of an ordinary resolution.

None of the Directors or Key Managerial Personnel (KMPs) or their relatives, except to the extent of their shareholding or directorship/interest in the group company (if any), are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set out in Item No. 4 of the Notice for approval of the members by way of an ordinary resolution.

Item No. 5:

Under Section 188 of the companies Act and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the Shareholders through resolution. The said Regulation further provides a definition of the term 'Material' as follows:

“A transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.”

Mr. Girdhar Saboo, Managing Director (also, the Key Managerial Personnel as per Section 203 of the Companies Act, 2013) and promoter of the Company is also Managing Director and promoter of Saboo Sodium Chloro Limited.

As a part of its regular business, the Company sells and/or purchase salt, spices and Other Items to/from Saboo Sodium Chloro Limited, Jaipur at an arm's length basis under the purchase orders raised from time to time, and in the FY 2025-26, the aggregate value of these transactions is likely to be around Rs. 20 Crore (Rupees Twenty Crore Only).

Further, Mr. Girdhar Saboo, Managing Director (also, the Key Managerial Personnel as per Section 203 of the Companies Act, 2013) and promoter of the Company has let out his personal property as office premises to the Company and Company pays rent for the same to him and in F.Y. 2025-26, the aggregate value of the transaction is likely to be around Rs. 25 Lacs (Rupees Twenty-Five Lacs Only).

In line with the business growth and operational needs, the Company anticipates that the aggregate value of certain related party transactions may exceed the limits previously approved by the shareholders. Accordingly, the

Board of Directors, at its meeting held on 05th September, 2025, based on the recommendation of the Audit Committee, approved the proposal to enhance the existing limits for the following transactions:

S. No.	Nature of transaction as per Section 188	Name of the Director/KMP who is related and nature of their relationship	Name of the related parties	Amount
1.	Purchase/Sale of goods or material	Mr. Girdhar Saboo (MD and promoter of Saboo Sodium Chloro Ltd.)	Saboo Sodium Chloro Limited	20.00 Cr.
2.	Payment of rent for leasing office premises to the company	Mr. Girdhar Saboo (MD)	Mr. Girdhar Saboo	25.00 Lacs

A. Details of the related party and transactions with the related party

A. (1). Basic details of the related party

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
	Name of the related party	Saboo Sodium Chloro Limited (Group Company) Girdhar Saboo (Individual)	Nil
	Country of incorporation of the related party	India	-
	Nature of business of the related party	FMCCG (Salt and Spices Manufacturing) Wind Energy generation	Nil

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

	Relationship between the listed entity and the related party.	Having same Managing Director and Promoter (Group Company) Managing Director and Promoter	Nil
	Shareholding or contribution % or profit & loss sharing % of the listed	Shareholding:	Nil

	entity, whether direct or indirect, in the related party.		
	Shareholding of the related party, whether direct or indirect, in the listed entity.	1. Shareholding of Saboo sodium Chloro 2. Shareholding of Mr. Girdhar Saboo:	Nil

A.(3). Financial performance of the related party

Standalone turnover of the related party for each of the last three financial years:	2022-2023 : 4935.61 Lakhs 2023-2024 : 5178.68 Lakhs 2024-2025: 5501.98 Lakhs	Nil
Standalone net worth of the related party for each of the last three financial years:	2022-2023 : 4632.55 Lakhs 2023-2024 : 4655.59 Lakhs 2024-2025 : 4687.04 Lakhs	Nil
Standalone net profits of the related party for each of the last three financial years:	2022-2023 : 8.65 Lakhs 2023-2024 : 23.04 Lakhs 2024-2025 : 31.45 Lakhs	Nil

A(4). Details of previous transactions with the related party

Total amount of all the transactions undertaken by the listed entity with the related party during each of the last three financial years.	Saboo sodium Chloro Limited: 2022-2023 : within 10 Crores limit 2023-2024 : within 10 Crores limit 2024-2025 : within 10 Crores limit Girdhar Saboo: 2022-2023 : 15 Lakh 2023-2024 : 15 Lakh 2024-2025 : 15 Lakh	Nil
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B. Details for specific transactions**B(1). Basic details of the proposed transaction**

	Specific type of the proposed transaction	Sale of goods/services, purchase of goods/services	Nil
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	Details of the proposed transaction	Purchase/Sale of Goods/Services	Nil
	Tenure of the proposed transaction	1Year	Nil
	There is no such Indicative date / timeline	There is no such Indicative date / timeline	Nil
	Whether omnibus approval is being sought?	No	Nil
	Whether the RPTs proposed to be entered into are: not prejudicial to the interest of public shareholders, and going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Cerrtificate from the Managing Director (KMP and Promoter) has been taken (as referred in Para 3(2)(b) of these Standards)	Nil
	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The transaction is being conducted on an arm's length basis, and the pricing, terms, and conditions are comparable to similar transactions with unrelated third parties. The transactions undertaken will serve the following: 1. long-standing relationship 2. Strategic and Commercial Rationale overall efficiency, competitiveness, and profitability	Nil
B(2). Additional details for			

<p>proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction</p>	<p>where bids were not invited, the fact shall be disclosed along with the justification for the same.</p>	<p>The transaction was carried out without inviting competitive bids for the following reasons:</p> <ol style="list-style-type: none"> 1. Our Related party has been a trusted and consistent supplier/customer/service provider over the years. 2. The goods/services involved are of a specialized nature and tailored to the company's specific operational needs. 3. Inviting bids for such routine, recurring or time-sensitive transactions may have caused unnecessary delays or disruptions in the business operations. 	
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The Audit Committee and the Board have confirmed that these transactions are in the best interests of the Company, are at prevailing market rates, and shall not be detrimental to the interests of the minority shareholders.

The Members' approval to the above material related party transactions is sought in terms of Section 188 of the Companies Act, 2013 and relevant rules therein and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors, Key Managerial Personnel, or their relatives, other than Mr. Girdhar Saboo and his relatives, are concerned or interested, financially or otherwise, in the proposed resolution.

GENERAL INFORMATION OF THE COMPANY:

Nature of Industry	FMCG (Salt and Spices Manufacturing) Wind Energy generation
Year of Commencement of Commercial Production	1994
Financial Performance	Rs. 12,37,000
Export Performance	Nil
Foreign Investment	Nil

OTHER INFORMATION:

1) Reasons for inadequate profit:

The sale of Company's Food grade salt has declined during the year under purview hence company has not earned enough profit. Company is also into windmill energy generation and has earned profit in that segment as mentioned in the audit report annexed to this annual report.

2) Steps taken or proposed to be taken for improvement:

The company has undertaken stringent cost actions. The management continues to explore new avenues to increase revenue of the company through judicious investments in capabilities. Your company is planning to add more FMCG products so that it can increase its productivity and profit too.

3) Expected increase in productivity and profits:

The company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that the financial position of the company will improve further in near future.

Date: 05.09.2025

Place: Jaipur

By Order Of The Board

Sd/-
Girdhar Saboo
Managing Director
(DIN- 00364750)