

**SAB INDUSTRIES LIMITED
(CIN: L00000CH1983PLC031318)**

Regd. Office: at S.C.O.49-50, Sector- 26, Madhya Marg, Chandigarh.
Email: ssl_ssg@glide.net.in, Website: www.sabindustries.in
Phone: +91-172-2793112., Fax: +91-172-2794834

NOTICE

NOTICE is hereby given that the 41st Annual General Meeting of the Shareholders of the Company shall be held as scheduled below:

Day & Date : Tuesday 30th September 2025
Time : 3.00 P.M.
**Venue : Regd. Office of the Company at S.C.O. 49-50,
Sector- 26, Madhya Marg, Chandigarh.**

to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the year ended March 31, 2025 and the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri Sanjay Garg (DIN: 00030956), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider, and, if thought fit, to pass, with or without modification(s), if any, 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 ("the Act") and Regulation 24A of the SEBI (LODR) Regulations, 2015 as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s S.K. Sikka & Associates, Company Secretaries as the Secretarial Auditors of the Company for a period of five years commencing from 01.04.2025 to 31.03.2030 to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.
RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors."
4. To consider, and, if thought fit, to pass, with or without modification(s), if any, the following Resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 149, 152 & 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the rules made thereunder, as amended from time to time and SEBI (LODR) Regulations, 2015, Mr. Taavishh Jain (DIN: 11206014) who was appointed by Board of Directors as an Additional Director of the Company w.e.f. 13/08/2025 and who shall hold office upto the date of Annual General Meeting of the Company, as per the recommendation of Nomination and Remuneration Committee be and is hereby appointed as Director of the Company whose period of office will be liable to determination by retirement by rotation."
5. To consider, and, if thought fit, to pass, with or without modification(s), if any, the following Resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 149, 152 & 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the rules made there under, as amended from time to time and SEBI (LODR) Regulations, 2015, Ms. Priya Garg, (DIN: 00034953), who was appointed by Board of Directors as an Additional Director of the Company w.e.f. 13/08/2025 and who shall hold office upto the date of Annual General Meeting of the Company, as per the recommendation of Nomination and Remuneration Committee be and is hereby appointed as Director of the Company whose period of office will be liable to determination by retirement by rotation."
6. To consider, and, if thought fit, to pass, with or without modification(s), if any, the following Resolution as an **Special Resolution**:
"RESOLVED THAT in accordance with the provisions contained in Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the said Act, as amended from time to time, the consent of the members of the Company is hereby accorded for appointment of Ms. Priya Garg (DIN-00034953) as Managing Director of the Company for a period of five years w.e.f. 13/08/2025 on the following terms and conditions :
 - Basic Salary: ₹9,00,000/- per month.
 - HRA (35% of Basic Salary): ₹3,15,000/- per month.
 - Special Allowance: ₹7,72,000/- per month.
 - Reimbursements: ₹2,15,000/- per month.
Driver Salary, Vehicle Running & Maintenance, Washing Allowance, Telephone/ Internet Reimbursement, Utilities (Electricity, Maintenance) & Books and Periodicals etc.;
 - Contribution to the Provident Fund @12% of Basic Salary;
 - Contribution to NPS @10% of Basic Salary;
 - Reimbursement of Medical Bill up to one months' basic salary in a year, or upto three months' salary in a period of three years.
 - Gratuity not exceeding half month's salary for each completed year of service, subject to the maximum as prescribed under the Gratuity Act.
 - Earned leave as per Company rules. Earned leave accumulated may be encashed as per Company rules.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to increase, augment and/or enhance or vary the remuneration to be paid and provided from time to time to Ms. Priya Garg in accordance with the provisions of Companies Act, 2013, and/ or any statutory modifications or re-enactment thereof, and/ or the guidelines/orders for managerial remuneration issued by the Govt. of India or other appropriate authority in that behalf as are in force and as amended from time to time, without any further reference

to the Company/ Members in General Meeting.

RESOLVED FURTHER THAT in the event of losses or inadequate profits in any financial year during the term of office of Ms. Priya Garg as Managing Director, the aforesaid salary and all other benefits, remuneration and other perquisites mentioned at above, be paid to the appointee as minimum remuneration subject to the ceiling laid down in schedule V to the Companies Act, 2013 as amended/ modified or enacted from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors

SANJAY GARG

Addl. Managing Director

DIN: 00030956

Place: Chandigarh

Date: 13.08.2025

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and rules made thereunder, relating to the Special business to be transacted at the Meeting is annexed hereto. The relevant details of Directors seeking appointment/ re-appointment at this Annual General Meeting of the company are also annexed.
2. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy so appointed need not be a member of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.**

A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten 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 a proxy for any other person or shareholder.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company

3. Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The members are requested to bring duly filled attendance slip.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **24-09-2025 to 30-09-2025**. (both days inclusive).
7. As per amendment in Regulation 40 of SEBI (LODR) Regulations, 2015, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
8. In compliance with MCA General Circular No. 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 along with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-POD-2/P/CIR/2024/133 dated October 03, 2024 relaxation has been provided to Companies regarding dispatch of physical copy of Annual Report to Shareholders. Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website and website of the BSE Limited (BSE).
9. As per Regulation 36(1)(b) of the SEBI Listing Regulations, Web-link: <https://www.ssilindia.net/a.html> has been provided for downloading Annual Report for FY 2024-25, for those members who have not registered their email address with the Company / Depository Participants /MUFG Intime India Private Limited [(Registrar and Share Transfer Agent of the Company)]
10. Shareholders holding shares in physical form were mandatorily required to furnish ISR-1 (KYC Updation), SH-13 (Nomination Form) available on our website with enclosures on Web-link:- <https://www.ssilindia.net/kyc2022.html> in compliance of earlier SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 with Company/ RTA on or before 30.09.2023 to avoid freezing of folio. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular bearing No. SEBI/MIRSD/POD-1/P/CIR/2023/181 dated 17 November 2023, has done away with the provision regarding freezing of folios not having PAN, KYC and Nomination details.

Members holding shares in Physical Form are requested to update their KYC details i.e. PAN, Nomination, Contact details, Bank A/c details and Specimen signature with RTA and members holding shares in Demat Form are requested to update their KYC and nomination with their Depositories concerned, if not already done pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024.

Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with Registrar and Share Transfer Agents of the Company/ Depository Participant (s), for receiving all communication including Annual Report. Notices, Circulars, etc from the Company electronically.

11. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2024-25 will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
12. The Company is maintaining the "INVESTORS SERVICE CELL" at its Head Office at SCO 49-50, Sector 26, Madhya Marg, Chandigarh 160019.
13. Members having any queries relating to Annual Report are requested to send their queries at least seven days before the date of the Meeting.

14. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR read with SEBI circular dated 9th December, 2020, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository (Services) India Limited (CDSL).

The instructions for shareholders voting electronically are as under:

1. **The voting period begins on September 27, 2025 at 9.00 a.m. and will end on September 29, 2025 at 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **23rd September, 2025 (cut-off date)**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. 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 shareholder's/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.

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

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

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

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

5. Login method for e-Voting and joining for Physical shareholders and shareholders other than individual holding in Demat form.

- The Shareholders should Log on to the e-voting website www.evotingindia.com
- Click on shareholders
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in Demat Form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

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

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant Company Name < SAB INDUSTRIES LIMITED> on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the voting cast by clicking on "Click here to print" option on the Voting page.
- 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.
- There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- 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 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 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; ssl_ssg@glide.net.in (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

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.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the **cut-off date i.e. 23rd September, 2025** may follow the same instructions as mentioned above for e-Voting.

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.

18. The Board of Directors has appointed Mr. S.K. Sikka, Practicing Company Secretary (ICSI Membership No. FCS- 4241 and CP No.3582) Proprietor of S.K. Sikka & Associates, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 19. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in 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.
 20. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Bombay Stock Exchange.
15. Relevant documents referred to in the notice and the explanatory Statement including register of shareholding of Directors and Key Managerial Personnel are open for inspection by members at the registered office of the Company on all working days during Normal business hours (09:30 am to 5.30 pm) upto and including the date of meeting.

By Order of the Board of Directors

SANJAY GARG

Addl. Managing Director

DIN: 00030956

Place: Chandigarh

Date: 13.08.2025

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

ITEM NO. 3

Pursuant to provisions of Regulation 24A of the SEBI (LODR) Regulations, 2015 read with Section 204 of the Companies Act, 2013 every Listed Company should undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and should annex a Secretarial Audit Report in prescribed form with the annual report of the listed entity.

Furthermore, pursuant to recent amendments made to Regulation 24A of the SEBI Listing Regulations effective from 01.04.2025, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, Board of Directors have approved appointment of M/s S.K. Sikka & Associates, Company Secretaries as the Secretarial Auditors of the Company for a period of five years commencing from 01.04.2025 to 31.03.2030 subject to approval of shareholders.

While recommending M/s S.K. Sikka & Associates for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. It was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

M/s. S.K. Sikka & Associates is a well-known firm of Practicing Company Secretaries founded in 2001 and based in Chandigarh having significant experience in the field of professional services in Corporate Law, SEBI Regulations, FEMA Compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency.

Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.

M/s. S.K. Sikka & Associates has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations.

Accordingly, the consent of the shareholders is sought for the appointment of M/s. S.K. Sikka & Associates as the Secretarial Auditors of the Company.

The Board of Directors recommends the ordinary resolution for approval by the Members, as set out at Item No. 3 of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

ITEM NO. 4

The Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee had appointed Mr. Taavishh Jain (DIN: 11206014), as Additional Director (Non-Executive Non Independent) of the Company w.e.f. 13/08/2025 subject to approval of Shareholders. In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Taavishh Jain shall hold office upto the date of forthcoming Annual General Meeting of the Company and is eligible to be appointed as Director. His term shall be liable to retire by rotation.

Mr. Taavishh Jain is a First-Class graduate in International Business from Queen Mary University of London. His academic background has provided a robust foundation in business theory, strategic analysis, and practical problem-solving. Throughout his studies, he has developed key competencies in critical and strategical thinking, and effective communication. In view of his knowledge & expertise, the appointment of Mr. Taavishh Jain as Director is considered to be in best interest of the Company.

The Board recommends the ordinary resolution mentioned at Item No. 4 of the accompanying Notice for approval of the members.

Shri Rajinder Kumar Garg, Chairman is deemed to be interested in his appointment as Director being his maternal grandfather and Mrs. Priya Garg being his mother.

ITEM NO. 5 & 6

The Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee and as approved by Audit Committee had appointed Ms. Priya Garg (DIN: 00034953), as Additional Director & Managing Director of the Company subject to approval of Shareholders.

Ms. Priya Garg is a high rank-holder Graduate Engineer from Thapar Institute of Engineering & Technology, Patiala. She had been Managing Director of the Company from 01.05.2019 to 17.09.2021 and has been Advisor of the Company w.e.f 01.04.2023 till date currently drawing salary of ₹18,00,000/- per month (consolidated) along with other perquisites. Her guidance and experience has contributed immensely to growth of the Company.

Accordingly, pursuant to the provisions of the said Section 161 of the Act, Ms Priya Garg will hold office as an Additional Director upto the date of this Annual General Meeting and is eligible to be appointed as a Director.

It is proposed to appoint Ms. Priya Garg, as Managing Director, on the Board of the Company to look after new industrial projects to augment growth of the Company including construction & allied projects w.e.f. 13/08/2025 for a period of five years on the terms and conditions as set out in resolution.

The Board recommends the Ordinary and Special Resolution set out at Item No. 5 and 6, respectively, of this Notice for approval of the members.

Shri Rajinder Kumar Garg, Chairman is deemed to be interested in her appointment as Director being her father.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN ANNUAL GENERAL MEETING

Name of Director DIN	Shri Sanjay Garg (DIN: 00030956)	Mr. Taavishh Jain DIN: 11206014)	Ms. Priya Garg (DIN: 00034953)
Date of Birth	09.09.1968	03.04.2004	04.03.1970
Date of first Appointment	25.03.2006	13.08.2025	13.08.2025
Qualification Experience in Specific functional areas	Shri Sanjay Garg, a qualified Cost and Work Accountant and a Law Graduate had been associated with the Company since 25/03/2006 by serving as a Director of the Company. His valuable guidance and experience had contributed immensely to managing affairs of the Company.	Mr. Taavishh Jain is a First-Class graduate in International Business from Queen Mary University of London. His academic background has provided a robust foundation in business theory, strategic analysis, and practical problem-solving. Throughout his studies, he has developed key competencies in critical and strategical thinking, and effective communication.	Ms. Priya Garg is a high rank-holder Graduate Engineer from Thapar Institute of Engineering & Technology, Patiala. She had been Managing Director of the Company from 01.05.2019 to 17.09.2021 and has been Advisor of the Company w.e.f. 01.04.2023.
List of companies in which outside Directorships held (excluding Private Ltd./ Foreign Companies)	Steel Strips Wheels Ltd. Steel Strips Infrastructures Ltd. Indlon Chemicals Ltd. SAB Udyog Ltd. Malwa Chemtex Udyog Ltd. Indian Acrylics Investments Ltd.	Nil	Nil
Chairman/ Member of the Committee of Board of Directors of the Company includes only Audit Committee and Stakeholders Relationship Committee	Member of Stakeholders Relationship Committee of SAB Industries Ltd.	Nil	Nil
Chairman/ Member of the Committee of Directors of other Companies in which he is a Director includes only Audit Committee and Stakeholders Relationship Committee	Chairman of Audit Committee of SAB Udyog Ltd. Member of Stakeholders relationship Committee of Steel Strips Infrastructures Ltd.	Nil	Nil
No. of shares held in the Company	50	Nil	1916580
Relationship with other Director/ Key Managerial Personal	Nil	Maternal grandson of Shri R.K. Garg, Chairman and Son of Ms. Priya Garg, Managing Director.	Daughter of Shri R.K. Garg, Chairman of the Company

For other details, such as, Number of meetings of the Board attended during the financial year, Remuneration last drawn, Remuneration proposed to be paid, Terms and Conditions of Appointment/ re-appointment, please Refer to the attached Board's Report, Corporate Governance Report and the Notice along with Explanatory Statement.

The Additional information as required by Schedule V to the Act is given below:

I. GENERAL INFORMATION		REMARKS
(1)	Nature of Industry	Infrastructure & Real Estate
(2)	Date or expected date of commencement of commercial production	incorporated on 16.02.1983
(3)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
(4)	Financial performance based on given indicators	The financial performance is given in the enclosed Balance Sheet and Profit & Loss Account of the Company.
(5)	Export performance and net foreign exchange collaborations	Nil
(6)	Foreign Investments or collaborators, if any	Nil

II INFORMATION ABOUT THE APPOINTEE		MS. PRIYA GARG, MANAGING DIRECTOR
(1)	Background details	Ms. Priya Garg is a high rank-holder Graduate Engineer from Thapar Institute of Engineering & Technology, Patiala. She had been Managing Director of the Company from 01.05.2019 to 17.09.2021 and has been Advisor of the Company w.e.f 01.04.2023.
(2)	Past remuneration	<p>Salary ₹18,00,000 p.m.</p> <ul style="list-style-type: none"> - Contribution to the Provident Fund @12% of the Basic Salary; - Reimbursement of Medical Bill up to one months' basic salary in a year, or upto three months' salary in a period of three years - Gratuity not exceeding half month's salary for each completed year of service, subject to the maximum as prescribed under the Gratuity Act. - Earned leave as per Company's Rules (Unavailed Portion of the Earned leave accumulated as per Company rules may be encashed at the end of the tenure). - Chauffeur driven car and Telephone at the residence for official use (the private use of car and telephone shall be billed by the Company to the appointee).
(3)	Recognition or awards	Nil
(4)	Job profile and his suitability	To look after new industrial projects to augment growth of the Company including construction & allied projects
(5)	Remuneration proposed	Proposed remuneration is for 5 years. Details given in the resolution and explanatory statement of the accompanying notice.
(6)	Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Remuneration package is commensurate with his competence and responsibility in the Company and also with remuneration paid by comparable companies for similar positions.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	She had been Managing Director of the Company from 01.05.2019 to 17.09.2021 and has been Advisor of the Company w.e.f. 01.04.2023

III Other Information:

(1)	Reasons for loss or inadequate profits	-downtrend in real estate sector -Competitive Market
(2)	Steps taken or proposed to be taken for improvement	Company has decided to focus on development of housing, commercial and industrial segments in a big way and company plans to utilize and monetize the land already owned by it in prime locations for development of housing projects, industrial hubs, development of Mix Use Projects as well as development of land for sale of Farm Houses on different locations at Village Sarsini near Lalru (Punjab) on Chandigarh-Ambala Highway, Distt. Sangrur (Punjab) on State Highway, Amloh in Distt. Fatehgarh Sahib (Punjab) and premium piece of land at Sohna, Gurgaon (Haryana).
(3)	Expected increase in productivity and profits in measurable terms	The Company is expected to achieve adequate profits within the next 5 years.

IV Disclosures

Company is giving adequate disclosures in the Board of Directors report under the heading "Corporate Governance" attached to the financial statements.