

# **SURAT TRADE AND MERCANTILE LIMITED**

(Formerly known as Surat Textile Mills Limited)

**Date: 18<sup>th</sup> August 2025**

To,  
The General Manager,  
Corporate Relations Department,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001  
Scrip Code: 530185

Dear Sir/ Madam,

**Sub: Notice of the 79th Annual General Meeting (AGM') of the Company for FY 2024-25**

Pursuant to Regulation 30 read with Schedule III Part A Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith is the Notice along with Explanatory Statement of the 79th AGM of the Company to be held on Friday, 12th September 2025 at 3.30 p.m. (IST) through Video Conferencing / Other Audio Visual Means. The said Notice forms part of the Annual Report 2024-25.

The Integrated Annual Report for FY 2024-25 is available on the website of the Company at <https://www.stml.in>.

This is for your information and records.

Thanking you,

Yours faithfully,  
**For Surat Trade and Mercantile Limited**

MAHEK  
GAURAV JAJU

Digitally signed by  
MAHEK GAURAV JAJU  
Date: 2025.08.18  
12:58:50 +05'30'

**Mahek Gaurav Jaju**  
**Company Secretary & Compliance Officer**

Encl.: as above.

The logo of Surat Trade and Mercantile Limited (STML) is displayed in a large, blue, stylized font. The letters 'S', 'T', and 'M' are interconnected, with the 'T' being the central and tallest element.

## NOTICE

**NOTICE** is hereby given that the **79<sup>th</sup> Annual General Meeting ("AGM")** of the members of **SURAT TRADE AND MERCANTILE LIMITED** will be held on **12<sup>th</sup> September 2025, at 3:30 P.M. IST** through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**"), to transact the following business. The Venue of the meeting shall be deemed to be the Registered Office of the Company at Tulsi Krupa Arcade, 6<sup>th</sup> Floor, Puna-Kumbharia Road, Dumbhal, Surat 395010.

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 together with the Reports of the Board of Directors and Auditors thereon, and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31st March 2025 together with the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby approved and adopted".

2. To appoint Mr. Suhail P. Shah (DIN: 00719002), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Suhail P. Shah (DIN: 00719002), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

### SPECIAL BUSINESS:

3. To approve the re-appointment of Mr. Alok P. Shah (DIN 00218180) as Managing Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") 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), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 ("SEBI Listing Regulations"), as amended, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board) and relevant provisions of Articles of Association of the Company and other requisite approvals, if any required, consent of the members be and is hereby accorded to re-appoint Mr. Alok P. Shah (DIN: 00218180) as Managing Director of the Company, liable to retire by rotation, for a period of 5 (five) years from the expiry of his present term of office, i.e., with effect from 1st July, 2025, on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this meeting.

**RESOLVED FURTHER THAT** in the event of any statutory amendment(s) or modification(s) or relaxation to Schedule V to the Act, the Board be and is hereby authorized to vary and alter the terms of appointment including salary, commission, perquisites and other allowances payable to Mr. Alok P. Shah within such prescribed limit or ceiling in terms of the Act as agreed by and between the Board and Mr. Alok P. Shah without any further reference to the Company in General Meeting.

**RESOLVED FURTHER THAT** notwithstanding anything contained to the contrary in the Act, wherein any financial year the Company has no profits or inadequate profit, Mr. Alok P. Shah will be paid minimum remuneration as set out in annexure to the Notice or such remuneration as may be approved by the Board within the ceiling limit prescribed under Schedule V of the Act or any modification or re-enactment thereof, by making requisite compliances prescribed in the said schedule.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

4. To approve the appointment of M/s Jigar Vyas & Associates, Practicing Company Secretary as Secretarial Auditor of the Company for a first term of five (5) years and in this regard, 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 rules framed thereunder and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and in accordance with the recommendation of the Board of Directors of the Company, M/s Jigar Vyas & Associates, Practicing Company Secretary (Firm registration No. S2015GJ307200 and Peer Reviewed Certificate No. 2273/2022) be appointed as the Secretarial Auditors of the Company for a term of five (5) consecutive years, to conduct the Secretarial Audit of five consecutive financial years from 2025-26 to 2029-30 at such remuneration plus applicable taxes and reimbursement of out of pocket expenses, as mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

**RESOLVED FURTHER THAT** approval of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’ which expression shall include any Committee thereof or person(s) authorized by the Board) to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at such remuneration, as mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

**Registered Office:** By Order of the Board of Directors  
Tulsi Krupa Arcade,  
6<sup>th</sup> Floor,  
Puna-Kumbharia  
Road, Dumbhal,  
Surat 395010.

**Mahek Gaurav Jaju**  
Company Secretary and  
Compliance Officer

Place: Surat  
Date: 25<sup>th</sup> July, 2025

#### Notes:

1. The Ministry of Corporate Affairs (‘MCA’) has vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (collectively referred to as ‘MCA Circulars’), permitted the holding of the Annual General Meeting (‘AGM’) through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’) without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 (‘the Act’) and the MCA Circulars, the 79th AGM of the Company is being held through VC/OAVM on **Friday, 12th September 2025 3.30 p.m. (IST)**. The proceedings of the 79th AGM shall be deemed to be conducted at the Registered Office of the Company.
2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
3. The relevant details with respect to Item Nos. 3 and 4 of the Notice 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 (‘ICSI’) in respect of the Directors seeking appointment/re-appointment at this AGM are also annexed. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
5. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.

6. In terms of the provisions of Section 152 of the Act, Mr. Suhail P. Shah, Director of the Company, retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company recommends his re-appointment.

Mr. Suhail P. Shah is interested in the Ordinary Resolution set out at Item Nos. 3 of this Notice with regard to his re-appointment. Mr. Alok P. Shah, Managing Director, being related to Mr. Suhail P. Shah, may be deemed to be interested in the resolution set out at Item No. 3 of this Notice. The other relatives of Mr. Suhail P. Shah may be deemed to be interested in the resolutions set out at Item Nos. 3 of this Notice, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No 3 of this Notice.

7. The Members can join the AGM in the VC/OAVM, 30 minutes before and upto 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.
8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
9. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. **Book Closure:** The Register of Members and Transfer Books of the Company will remain closed from Monday, 8th September 2025 to Friday, 12th September 2025 (both days inclusive) for the purpose of AGM.
11. Authorised representatives of the corporate members intending to participate in the AGM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy (in PDF/JPG format) of the relevant Board Resolution/ Authority Letter etc. authorizing them to attend the AGM, by email to [shareddepartment@stml.in](mailto:shareddepartment@stml.in).

## 12. Dispatch of Annual Report through Electronic Mode:

In line with the MCA Circulars and the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and subsequent Circulars issued in this regard by the Securities and Exchange Board of India (SEBI), the latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, the Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that this Notice and Annual Report for the financial year 2024-25 will also be available on the Company's website at [www.stml.in](http://www.stml.in), websites of the Stock Exchange, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Company's Registrar and Transfer Agent, KFin Technologies Limited ("KFinTech") at <https://evoting.kfintech.com>.

For receiving all communication (including Annual Report) from the Company electronically:

- a) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant. National Securities Depository Limited (**NSDL**) has provided a facility for registration / updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login>.
- b) Members holding shares in physical mode are requested to follow the process set out in the other information forming part of this Notice.
13. In accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter is being sent to the shareholders whose email addresses are not registered with the Company/DP, providing a web-link and QR code for accessing the Annual Report 2024-25. The Notice convening the 79th AGM has been uploaded on the website of the Company at [www.stml.in](http://www.stml.in), the Stock Exchange on which the securities of the Company are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of KFin Technologies Limited <https://evoting.kfintech.com>. respectively.

#### 14. Updation of PAN, KYC and other details

SEBI has, vide its Master Circular No. SEBI/HO/MIRSD/POD- 1/P/CIR/2024/37 for Registrars to an Issue and Share Transfer Agents dated May 7, 2024 read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, mandated to furnish PAN, KYC details (i.e. full address with pin code, mobile no., email id, bank details) by holders of physical securities through Form ISR-1.

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. Members holding shares of the Company in physical form are requested to go through the requirements on the website of the Company at <https://www.stml.in> to furnish the abovementioned details.

In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company had stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.

#### 15. Nomination facility

As per the provisions of Section 72 of the Act, the facility for making nomination is 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 No. SH-13. 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 Company's website at <https://www.stml.in>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form. Further, all new Members are mandatorily required to provide the choice of nomination for their demat accounts (except for jointly held demat accounts).

16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialised form.

#### 17. Procedure for Inspection of Documents:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in this Notice will be available, electronically, for inspection by the members during the AGM.

All the documents referred to in this Notice will also be available for inspection electronically without any fee by the members from the date of circulation of this Notice up to the date of AGM.

Members seeking to inspect such documents can send an e-mail to [shareddepartment@stml.in](mailto:shareddepartment@stml.in) mentioning his / her / its folio number / DP ID and Client ID.

#### 18. Submission of Questions/queries prior to e-AGM:

Members desiring any additional information with regard to Accounts / annual Reports or has any question or query are requested to write to the Company Secretary on the Company's investor email-id i.e., [shareddepartment@stml.in](mailto:shareddepartment@stml.in) at least 7 days before the date of the e-AGM, so as to enable the Management to keep the information ready. Please note that member's questions will be answered only if they continue to hold the shares as of cut-off date.

**Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from **Monday, 8th September 2025 (9:00 a.m. IST) to Wednesday, 10th September 2025 (5:00 p.m. IST)**.

19. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from **Monday, 8th September 2025 (9:00 a.m. IST) to Wednesday, 10th September 2025 (5:00 p.m. IST)**. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

20. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFinTech Website) or contact Ms. Shobha Anand, at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFinTech's toll free No. 1-800-309- 4001 for any further clarifications.

**21. INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE e-AGM THROUGH VIDEO CONFERENCE / OTHER AUDIO-VISUAL MODE:**

- i. **Attending the e-AGM:** Members will be able to attend the AGM through VC/ OAVM or view the live webcast of AGM at <https://emeetings.kfintech.com/> by using their emote e-voting login credentials and selecting the 'Event' for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system.
- ii. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- iii. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
- iv. 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.
- v. Facility of joining the AGM through VC/OAVM shall be open 30 minutes before the time scheduled for the AGM.

**Procedure for 'remote e-voting' and e-voting at the AGM ('Insta Poll'):**

**(A) E-VOTING FACILITY**

- (i) The Company is providing to its members, facility to exercise their right to vote on the resolutions proposed to be passed at

the AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("**remote e-voting**").

- (ii) Further, the facility for voting through electronic voting system will also be made available at the Meeting ("**Insta Poll**") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.
- (iii) The Company has engaged the services of KFinTech as the agency to provide e-voting facility.
- (iv) The **manner of voting, including voting remotely by (i) individual members holding shares of the Company in demat mode, (ii) members other than individuals holding shares of the Company in demat mode, (iii) members holding shares of the Company in physical mode, and (iv) members who have not registered their e-mail address, is explained in the instructions given under C. and D. hereinbelow.**
- (v) The remote e-voting facility will be available during the following voting period:

Commencement of Remote e-voting:	9:00 a.m. (IST) on Tuesday, 9 <sup>th</sup> September 2025
End of e-voting:	5:00 p.m. (IST) on Thursday, 11 <sup>th</sup> September 2025

- (vi) The remote e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.
- (vii) Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the **cut-off date, i.e., Friday, 5th September 2025 ("Cut-off Date")**.



- (viii) The Board of Directors has appointed M/s Jigar Vyas & Associates, Practising Company Secretaries (Membership No.: FCS 8019 and COP No. 14468), as Scrutiniser to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast through remote e-voting and Insta Poll shall be final.

## **(B) INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING**

- (i) **The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.**
- (ii) **Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.**
- (iii) A member can opt for only single mode of voting, i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- (iv) **Only a person, whose name is recorded as on the Cut-off Date, in the register of members / register of beneficial owners maintained by the**

**Depositories, shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a member as on the Cut-off Date, should treat this Notice for information purpose only.**

- (v) The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in this Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the Cut-off Date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

## **(C) REMOTE E- VOTING: INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE**

As per the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended, **all "individual members holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access remote e-voting, as devised by the Depositories / Depository Participant(s), is given below:**

### **PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with National Securities Depository Limited ("NSDL")	<ol style="list-style-type: none"><li>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:<ol style="list-style-type: none"><li>i. Type in the browser / Click on the following e-Services link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li><li>ii. Click on the button "<b>Beneficial Owner</b>" available for login under 'IDeAS' section.</li><li>iii. A new page will open. Enter your User ID and Password for accessing <b>IDeAS</b>.</li><li>iv. On successful authentication, you will enter your IDeAS service login. Click on "Access to e-Voting" under Value Added Services on the panel available on the left hand side.</li><li>v. You will be able to see Company Name: "Surat Trade and Mercantile Limited" on the next screen. <b>Click on the e-Voting link available against Surat Trade and Mercantile Limited or select e- Voting service provider "KFinTech"</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li></ol></li></ol>

Type of shareholders	Login Method
	<p><b>2. Users not registered for IDeAS e- Services facility of NSDL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>To register, type in the browser / Click on the following e-Services link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Select option “Register Online for IDeAS” available on the left hand side of the page or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.</li> <li>After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</li> </ol> <p><b>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</b></p> <ol style="list-style-type: none"> <li>Type in the browser / Click on the following link: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>Click on the button “Login” available under “Shareholder/Member” section.</li> <li>On the login page, enter User ID (i.e., (a) 16-character demat account number held with NSDL, starting with IN (b) alpha-numeric User ID already set by the Member), Login Type, i.e., through typing Password (in case you are registered on NSDL’s e-voting platform) / through generation of OTP (in case your mobile / e-mail address is registered in your demat account) and Verification Code as shown on the screen.  As an alternate OTP based login, click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. Enter 8-digit DP ID, 8-digit Client ID, PAN No., Verification code as shown on the screen and click on ‘Generate OTP’ button. Enter the OTP received on your registered email id / mobile number and click on ‘Log-in’ button.  After successful authentication, you will be redirected to NSDL Depository website, wherein you can see e-Voting page.</li> <li>You will be able to see Company Name: “Surat Trade and Mercantile Limited” on the next screen. <b>Click on the e-Voting link available against Surat Trade and Mercantile Limited or select e-Voting service provider “KFinTech”</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ol>
<b>Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited (“CDSL”)</b>	<p><b>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>Type in the browser / Click on any of the following links: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on <b>New System Myeasi / Login to My Easi option under Quick Login</b> (best operational in Internet Explorer 10 or above and Mozilla Firefox).</li> </ol>



Type of shareholders	Login Method
	<ul style="list-style-type: none"> <li>ii. Enter your User ID and Password for accessing Easi /Easiest.</li> <li>iii. You will see Company Name: “Surat Trade and Mercantile Limited” on the next screen. <b>Click on the e-Voting link available against Surat Trade and Mercantile Limited or select e-Voting service provider “KFinTech”</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ul> <p><b>2. User not registered for Easi/Easiest facility of CDSL may follow the following procedure:</b></p> <ul style="list-style-type: none"> <li>i. To register, type in the browser / Click on the following link: <b><a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></b> or <b><a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a></b></li> <li>ii. Proceed to complete registration using your DP ID Client ID (BO ID), etc.</li> <li>iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</li> </ul> <p><b>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</b></p> <ul style="list-style-type: none"> <li>i. Type in the browser / Click on the following link: <b><a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></b></li> <li>ii. Provide Demat Account Number and PAN.</li> <li>iii. System will authenticate user by sending OTP on registered Mobile &amp; E-mail as recorded in the Demat Account.</li> <li>iv. On successful authentication, you will enter the e-voting module of CDSL. <b>Click on the e-Voting link available against Surat Trade and Mercantile Limited or select e-Voting service provider “KFinTech”</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ul>

#### Procedure to login through their demat accounts / Website of Depository Participant

Individual members holding shares of the Company in Demat mode **can access e-Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat accounts / **websites of Depository Participants** registered with NSDL / CDSL. An option for “**e-Voting**” will be available once they have successfully logged-in through their respective logins. Click on the option “**e-Voting**” and they will be redirected to e-Voting modules of NSDL / CDSL (as may be applicable). **Click on the e-Voting link available against Surat Trade and Mercantile Limited or select e-Voting service provider “KFinTech”** and you will be redirected to the e-Voting page of KFinTech to cast your vote without any further authentication.

**Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.**

Login type	Contact details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue during login can contact NSDL helpdesk by sending a request at <b><a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a></b> or call at <b>022- 4866 7000 / 1800 102 0990</b>
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at <b><a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a></b> or contact at toll free no. <b>1800 210 9911</b>

**INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY (I) MEMBERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL MEMBERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE**

**(I) (A) In case a member receives an e-mail from the Company /KFinTech [for members whose e-mail address is registered with the Company / Depository Participant(s)]:**

- (a) Launch internet browser by typing the URL: **<https://evoting.kfintech.com>**.
- (b) Enter the login credentials (**User ID and password provided in the e-mail**). The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFinTech for e-voting, you can use the existing password for logging-in. If required, please visit **[https:// evoting.kfintech.com](https://evoting.kfintech.com)** or contact toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days) for assistance on your existing password.
- (c) After entering these details appropriately, click on "LOGIN".
- (d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Surat Trade and Mercantile Limited 79<sup>th</sup> -AGM and click on "Submit".

- (g) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- (h) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
- (i) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as ABSTAINED.
- (j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- (l) Once you confirm, you will not be allowed to modify your vote.
- (m) Institutional/ Corporate members (i.e. other than individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution/ Power of Attorney/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail id: [stml\\_scrutinizer@kfintech.com](mailto:stml_scrutinizer@kfintech.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). Such authorisation shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN".

**(B) In case of a member whose e-mail address is not registered / updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:**

- (a) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company's RTA, KFin Technologies Limited, at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- (b) **Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts.**
- (c) After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.
- (d) Follow the instructions at (I).(A).(a) to (m) to cast your vote.

**(II) Members can also update their mobile number and e-mail address in the "user profile details" in their e-voting login on <https://evoting.kfintech.com>.**

**(III) Any person who becomes a member of the Company after despatch of this Notice of the Meeting and holding shares as on the Cut-off Date / any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:**

- (a) If the mobile number of the member is registered against his / her / its Folio No. / DP ID Client ID:

**In case the shares are held in dematerialised mode:** The member may send SMS: **MYEPWD <space> DP ID Client ID to 9212993399**

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

**In case the shares are held in physical mode:** The member may send SMS **MYEPWD <space> E-Voting Event Number + Folio No. to 9212993399**

Example for Physical: MYEPWD <SPACE> XXXX123456789

- (b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate password.
  - (c) Member may call on KFinTech's tollfree number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).
  - (d) Member may send an e-mail request to [evoting.ril@kfintech.com](mailto:evoting.ril@kfintech.com). After due verification of the request, User ID and password will be sent to the member.
  - (e) If the member is already registered with KFinTech's e-voting platform, then he / she / it can use his / her / its existing password for logging-in.
- (IV) In case of any query on e-voting, members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of KFinTech's website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given below.**

#### **D. INSTA POLL/ VOTING AT E-AGM**

#### **INFORMATION AND INSTRUCTIONS FOR INSTA POLL/ VOTING AT E-AGM**

- i. Only those members/shareholders, who will be present in the e-AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.
- ii. Members who have voted through remote e-voting will still be eligible to attend the e- AGM.
- iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes. Members viewing the e-AGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

**(E) CONTACT DETAILS FOR ASSISTANCE ON E-VOTING:**

**Members are requested to note the following contact details for addressing e-voting related grievances:**

Ms. Shobha Anand, Vice President

KFin Technologies Limited

Selenium Tower B, Plot 31 & 32,

Gachibowli, Financial District,

Nanakramguda, Hyderabad 500 032

Email: einward.ris@kfintech.com

Toll-free No.: 1800 309 4001

(from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days)

**(F) E-VOTING RESULT:**

The Chairman shall, at the AGM, at end of discussion on the resolution on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of electronic voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Managing Director of the Company or any person authorized by him. The results of e-voting will be announced on or before Sunday, 14th September 2025 and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: [www.stml.in](http://www.stml.in) and on the website of KFinTech: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

**Subject to receipt of requisite number of votes, the Resolutions proposed in this Notice shall be deemed to have been passed on the date of the Meeting, i.e., Friday, 12<sup>th</sup> September 2025.**

**Other Information**

- As mandated by the Securities and Exchange Board of India ("SEBI"), securities of the Company can be transferred / traded only in dematerialised mode. Members holding shares in physical mode are advised to avail the facility of dematerialisation.
- Members are advised to exercise diligence and obtain statement of holdings periodically from the concerned Depository Participant and verify the holdings from time to time.

- Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.

- For shares held in dematerialised mode to their Depository Participant for making necessary changes. NSDL has provided a facility for registration/updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login> and opt-in/opt-out of nomination through the link: <https://eservices.nsdl.com/instademat-kyc-nomination/#/login>.
- For shares held in physical mode by submitting to KFinTech the forms given below along with requisite supporting documents:

Type of holder	Process to be followed	
Physical	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes / updation thereof	Form ISR-1
	Confirmation of Signature of member by the Banker	Form ISR-2
	Registration of Nomination	Form SH-13
	Declaration to opt out of Nomination	Form ISR-3
	Cancellation or Variation of Nomination	Form SH-14
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

Any service request shall be entertained by KFinTech only upon registration of the PAN and KYC details.

- Non-Resident Indian members are requested to inform the Company / KFinTech (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.

5. Members may please note that the Listing Regulations mandate transfer, transmission and transposition of securities of listed companies held in physical form only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised 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.

6. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to KFinTech as per the requirement of the aforesaid circular.

The aforesaid forms can be downloaded from the Company's website at <https://www.stml.in> and is also available on the website of KFin Technologies Limited, the RTA of the Company.

7. SEBI vide its Circular dated July 31, 2023, issued guidelines for members to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Members are requested to first take up their grievance, if any, with KFin Technologies Limited, Registrar and Share Transfer Agent of the Company. If the grievance is not redressed satisfactorily, the member may escalate the same through: i) SCORES Portal in accordance with the SCORES guidelines, and ii) if the member is not satisfied with the outcome, dispute resolution can be

initiated through the ODR Portal at <https://smartodr.in/login>.

## 8. Important Dates

The Shareholders are requested to take note of the below mentioned important dates with respect to 79th Annual General Meeting of the Company:

Particulars	Date and Time
(A) Cut-off Date for Eligible Shareholders for e-Voting	Friday, 5 <sup>th</sup> September 2025
(B) Speaker Registration	
starts on	Monday, 8 <sup>th</sup> September 2025 at 9.00 A.M.
ends on	Wednesday, 10 <sup>th</sup> September 2025 at 5.00 P.M.
(C) E-Voting	
starts on	Tuesday, 9 <sup>th</sup> September 2025 at 9.00 A.M.
ends on	Thursday, 11 <sup>th</sup> September 2025 at 5.00 P.M.
Date of 79 <sup>th</sup> Annual General Meeting	Friday, 12 <sup>th</sup> September 2025 at 3:30 P.M.

By Order of the Board of Directors

**Place: Surat**

**Date: 25<sup>th</sup> July, 2025**

**Mahek Gaurav Jaju**  
Company Secretary and  
Compliance Officer

## Explanatory Statement

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 3 & 4 of the accompanying Notice dated 25<sup>th</sup> July 2025.

### Item No. 3:

Mr. Alok P. Shah (DIN 00218180) was initially appointed as the Managing Director of the Company, for a period of 3 (three) years, w.e.f. 1<sup>st</sup> July, 2022 at the 76<sup>th</sup> Annual General Meeting of the Company held on 13<sup>th</sup> September 2022 upon the terms and conditions as specified in the explanatory statement annexed to the Notice of the said meeting.

At the subsequent AGM i.e. 77<sup>th</sup> AGM held on 11<sup>th</sup> August 2023, the shareholders of the Company approved the revision in terms of appointment and remuneration effective from 1<sup>st</sup> April 2023 upon the terms and conditions as specified in the explanatory statement annexed to the Notice of the said meeting.

Mr. Alok P. Shah is a graduate in Electrical Engineering from Stanford University and has an M.B.A. (Finance, General Management and Economics) from University of Chicago, USA. Mr. Alok P. Shah has had a brilliant academic career. He has wide exposure and knowledge in project appraisal, corporate finance, operations & business management etc.

Mr. Alok P. Shah shared his rich experience and made valuable contribution and guided the Company and under his leadership, the Company ventured into and successfully implemented new business vertical which contributed to improved performance of the Company for F.Y. 2024-25.

Further taking into consideration his profile and experience, current needs of the business, present performance and potential assessment, and the responsibilities shared by him, the Board of Directors of the Company (the 'Board'), at its meeting held on 27<sup>th</sup> May, 2025 has, subject to the approval of members, approved the re-appointment of Mr. Alok P. Shah as Managing Director of the Company for a period of 5 (five) years from the expiry of his present term, i.e. with effect from 1<sup>st</sup> July, 2025, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board.

The salient features of the terms of re-appointment and remuneration payable to Mr. Alok P. Shah are as under:

**i) Salary:** Upto Rs.7,50,000/- per month.

### ii) Perquisites and Allowances:

- (a) in addition to the salary as above, Mr. Alok P. Shah shall be entitled to perquisites which includes accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with reimbursement of expenses and/or allowances for utilisation of gas, electricity, water furnishings, repairs, servants' salaries, society charges and property tax, medical reimbursement, medical/accident insurance, leave travel concession for self and family including dependents; club fees, car(s) with driver and telephone(s) at residence and such other perquisites and/or other allowances as the Board (which includes any committee thereof) may in its absolute discretion determine from time to time provided that the aggregate value of such perquisites shall not exceed Rs. 2,50,000/- per month.
- (b) The said perquisites and allowance shall be evaluated, wherever applicable, as per the provisions of Income-tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.
- (c) The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these singly or together are not taxable under the Income-tax law, and Gratuity payable and encashment of leave at the end of the tenure, as per the rules of the Company and to the extent not taxable under the Income-tax law shall not be included for the purpose of computation of the overall ceiling of remuneration.

### iii) Remuneration based on net profits:

In addition to the salary, perquisites and allowances as set out above, Mr. Alok P. Shah shall be entitled to receive remuneration based on net profits. Such remuneration based on net profits will be determined by the Board and/or the Nomination and Remuneration Committee of the Board for each financial year.



The overall remuneration payable every year to the Managing Director and the Wholetime Directors by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive, remuneration based on net profits, etc. shall not exceed in aggregate ten percent of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment thereof.

The aggregate of salary, perquisites and commission in any one financial year shall not exceed the overall limits prescribed under Section 197(1) of the Act read with Schedule V to the Act as may be for the time being in force.

**iv) Reimbursement of Expenses**

Expenses incurred for travelling, boarding and lodging including for Mr. Alok P. Shah's spouse and attendant(s) during business trips, any medical assistance provided including for their family members; and provision of car(s) for use on the Company's business, club membership and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

**v) Minimum Remuneration**

In the event of inadequacy or absence of profits in any financial year during his tenure as Managing Director, Mr. Alok P. Shah will be entitled to the foregoing amount of remuneration along with the perquisites and allowances mentioned above as the minimum remuneration for the year subject to the ceiling as applicable and prescribed under Schedule V of the Act.

**vi) General:**

- (a) The Managing Director shall perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and confirm to comply with all such directions and regulations as may from time to time be given and made by the Board.
- (b) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (c) The Managing Director shall adhere to the Company's Code of Conduct.

- (d) The office of the Managing Director may be terminated by the Company or by him by giving 3 (three) months' prior notice in writing.

Mr. Alok P. Shah satisfies all conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Act for his re-appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Alok P. Shah under Section 190 of the Act.

Details of Mr. Alok P. Shah pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Notice.

Mr. Alok P. Shah is interested in the resolution set out at Item No. 3 of this Notice with regard to his re-appointment. Mr. Suhail P. Shah, a Wholetime Director being related to Mr. Alok P. Shah may be deemed to be interested in the resolution set out at Item No. 3 of this Notice. The other relatives of Mr. Alok P. Shah and Mr. Suhail P. Shah may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of this Notice for approval by the members.

**Item No. 4:**

Pursuant to the provisions of Section 204 and other applicable provisions of the Act, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, every listed company is required to annex with its Board's Report, a Secretarial Audit Report given by a Company Secretary in Practice.

Further, pursuant to recent amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary, and the appointment of such Secretarial Auditor shall be approved by the Members of the Company at the Annual General Meeting.

The Board of Directors of the Company, at its meeting held on 27<sup>th</sup> May 2025, on the recommendation(s) of the Audit Committee has, after taking into account various proposals and factors such as independence, industry experience, audit team, competency and Company's previous experience based on the evaluation of the quality of audit work done by them in the past, recommended the appointment of Jigar Vyas & Associates as the Secretarial Auditors of the Company, to the Members at the ensuing AGM for a term of five (5) consecutive years commencing from Financial Year 2025-26 to Financial Year 2029-30, subject to the approval of the Members.

As required under the SEBI Listing Regulations, Jigar Vyas & Associates holds a valid certificate issued by the Peer Review Board of ICSI. Jigar Vyas & Associates has consented to its appointment as Secretarial Auditors of the Company. They have confirmed that they do not incur any disqualification for appointment, as outlined in the SEBI circular dated 31<sup>st</sup> December, 2024 and that their appointment, if made, shall be in accordance with Section 204 and other applicable provisions of the Act, rules framed thereunder and the applicable provisions of the SEBI Listing Regulations.

Jigar Vyas & Associates, Practicing Company Secretaries have over 10 years of experience in delivering comprehensive professional services which includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audit etc.

None of the Directors or Key Managerial Personnel ('KMP') of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of this Notice for approval by the members.

By Order of the Board of Directors

**Place: Surat**

**Date: 25<sup>th</sup> July, 2025**

**Mahek Gaurav Jaju**  
Company Secretary and  
Compliance Officer

**DISCLOSURE RELATING TO DIRECTOR PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015 AND SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS.**

<b>Name of the Director</b>	<b>Mr. Suhail P. Shah</b>	<b>Mr. Alok P. Shah</b>
<b>Director Identification Number (DIN)</b>	00719002	00218180
<b>Date of birth and age</b>	01-09-1974 (51 years)	11/09/1970 (55 years)
<b>Nationality</b>	Indian	Indian
<b>Date of appointment on Board</b>	Appointed as Member of the Board on 01/09/2023	Appointed as Member of the Board on 29/06/2022
<b>Qualification</b>	Ph.D. in Theoretical Physical Chemistry M.S. in Physical Chemistry	Graduate in Electrical Engineering from Stanford University and has an M.B.A. (Finance, General Management and Economics) from University of Chicago, USA.
<b>Expertise in specific Functional areas</b>	He has to his credit various research accomplishments, computational skills and publications at the international level. He has more than 10 years of experience in research with various universities of international repute.	He has wide exposure and knowledge in project appraisal, assessing technical feasibility in respect of projects, corporate finance & management etc.
<b>Terms and Conditions of appointment/re-appointment and proposed remuneration to be paid</b>	Not Applicable	Terms and conditions of his appointment and proposed remuneration are as per the Nomination and Remuneration Policy of the Company and as specified in the resolution set out at Item no. 3 of the Notice read with explanatory statement thereof.
<b>Remuneration last drawn (Rs. In Lakhs)</b>	Rs.3.00 Lakhs	Rs. 4.80 Lakhs
<b>Shareholding in the Company including shareholding as a beneficial owner</b>	5,60,73,365 Equity Shares of Rs.1 each fully paid up comprising of about 25.25% of the paid-up capital of the Company.	8,93,81,990 Equity Shares of Rs.1 each fully paid up comprising of about 40.25% of the paid-up capital of the Company.
<b>Number of Board Meetings attended during the financial year 2024-25</b>	5 (Five)	5 (Five)
<b>Directorship in other Public Limited Companies</b>	Bijlee Textiles Ltd. Palomar Textiles Ltd. Prabhat Silk Mills Ltd. Rosekamal Textile Ltd. Globale Textile Market Holdings Ltd.	Bijlee Textiles Ltd. Palomar Textiles Ltd. Prabhat Silk Mills Ltd. Rosekamal Textile Ltd.
<b>Memberships / Chairmanship of committees in other public limited Companies</b>	Nil	Nil
<b>Relationship with other Directors, Managers and other Key Managerial Personnel of the Company</b>	Brother of Mr. Alok P. Shah, Managing Director. He is not related to any other Director / Key Managerial Personnel.	Brother of Mr. Suhail P. Shah, Wholetime Director. He is not related to any other Director / Key Managerial Personnel.
<b>Listed entities from which the Director has resigned in the past three years</b>	NIL	NIL

**INFORMATION AT A GLANCE:**

Sr. No.	Particulars	Details of access
1	<b>Day, date and time of AGM</b>	Friday, 12 <sup>th</sup> September 2025 at 3.30 p.m. IST
2	<b>Mode</b>	Through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”)
3	<b>Cut-off date for e-voting</b>	Friday, 5 <sup>th</sup> September 2025
4	<b>Time period for remote e-voting</b>	Commences on Tuesday, 9 <sup>th</sup> September 2025 (9.00 a.m. IST) and ends on Thursday, 11 <sup>th</sup> September 2025 (5.00 p.m. IST)
5	<b>Helpline number for VC participation and e-voting</b>	<p>Contact KFin Technologies Limited at 1800 309 4001 or write to them at <a href="mailto:emeetings@kfintech.com">emeetings@kfintech.com</a></p> <p>Contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at <b>022 – 4866 7000</b> or toll free no: <b>1800 102 0990</b></p> <p>Contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting @cdslindia.com</a> or contact at <b>1800 210 9911</b></p>
6	<b>Link for remote e-voting</b>	<a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>
7	<b>Link for posting AGM queries and speaker registration and period of registration</b>	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using e-voting credentials and click on “post your queries” / “Speaker registration” as the case may be. Period of registration: <b>Monday, 8<sup>th</sup> September 2025 (9:00 a.m. IST) to Wednesday, 10<sup>th</sup> September 2025 (5:00 p.m. IST).</b>
8	<b>Link for participation through VC / OAVM</b>	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using e-voting credentials and click on video conference
9	<b>Username and password for VC</b>	Members may attend the AGM through VC by accessing the link <a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using the remote e-voting credentials. Please refer the instructions provided in this Notice for further information.
10	<b>Book closure dates</b>	<b>Monday, 8<sup>th</sup> September 2025 to Friday, 12<sup>th</sup> September 2025</b> (both days inclusive)
11	<b>Registrar and Transfer Agent contact details</b>	KFin Technologies Limited Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Tel: 1800 309 4001 Website: <a href="http://www.kfintech.com">www.kfintech.com</a>
12	<b>Surat Trade and Mercantile Limited – contact details</b>	<b>Registered Office:</b> Tulsi Krupa Arcade, 6 <sup>th</sup> Floor, Puna Kumbharia Road, Dumbhal, Surat 395010 Tel.: 0261 – 2311198 Email: <a href="mailto:shareddepartment@stml.in">shareddepartment@stml.in</a>