NOTICE OF THE ANNUAL GENERAL MEETING

Dear Members,

Notice is hereby given that the 43rd Annual General Meeting of the members of **Emergent Industrial Solutions Limited** will be held on Wednesday, 30th September, 2026 at 10:30 A.M. at Red Fox by Lemon Tree Hotels, Plot No. 6, Community Center, Mayur Vihar Phase III, Delhi - 110096, India to transact the following business:

I. ORDINARY BUSINESS:

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS

To receive, consider and adopt:

i. The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with reports of Directors and Statutory Auditors thereon; and

ii. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with reports of the Statutory Auditors thereon.

2. RE-APPOINTMENT OF DIRECTOR, LIABLE TO RETIRE BY ROTATION.

To consider and if thought fit, to pass with or without modification, 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, the approval of members of the Company, be and is hereby accorded to re-appoint Mrs. Shobha Sahni (DIN: 07478373) as a director of the Company, who is liable to retire by rotation."

II. Special Business

3. APPROVAL OF RESOLUTION UNDER REGULATION 17(1A) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR THE RE-APPOINTMENT OF MRS. SHOBHA SAHNI AS DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of SEBI [Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions if any, consent of members of the Company be and is hereby accorded to the re-appointment of Mrs. Shobha Sahni (DIN: 07478373) as a Director of the Company, who has attained the age of 75 years during her term as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

4. **APPOINTMENT OF MR. VIKASH RAWAL AS A DIRECTOR**

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

"RESOLVED THAT Mr. Vikash Rawal, (DIN:00282609), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from September 1, 2026 and who holds office up to the date of this Annual General Meeting in terms of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company, shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

5. **APPOINTMENT OF MR. VIKASH RAWAL (DIN: 00282609) AS A WHOLE-TIME DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161, 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and the provisions of the Articles of Association of the Company and subject to such sanctions, approvals and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Vikash Rawal, (DIN 00282609), as a Whole-time Director and designate him as a Whole Time Director & Chief Executive Officer (CEO) of the Company, liable to retire by rotation for a period of 5 (five) years commencing from September 1, 2026 to August 31, 2031 as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors at their respective meetings held on September 1, 2026 on the following terms and conditions:

1. Term: 5 years, with effect from September 1, 2026, upto August 31, 2031

2. Remuneration:

1. Salary, perquisites and allowances up to INR 75,00,000/- (Rupees Seventy Five Lakhs only) per annum. Perquisites and allowance inter alia include car allowance and reimbursement, special allowance, house rent allowance, leave travel allowance/ concession, Personal accidental insurance, Group Mediclaim and other benefits as per policies of the Company.

2. For the purposes of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Act, 1961, wherever applicable. In the absence of any such provision in the Income Tax Act, 1961, perquisites shall be evaluated at actual cost.

3. Mr. Rawal shall not be entitled to sitting fees for attending the meetings of the Board of Directors or any committee thereof.

Minimum Remuneration: In the event of inadequacy or absence of profits in any financial year during his tenure, Mr. Vikash Rawal (DIN 00282609), will be entitled to the remuneration as approved by the Board from time to time along with the perquisites/benefits mentioned above and approved by the Board from time to time by way of minimum remuneration in accordance with the provisions of sections 197, 198 and other applicable provisions of the Act and Rules made thereunder (including any statutory modification(s) or re-enactment thereof read with Schedule V to the Act and applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015;

RESOLVED FURTHER THAT as Whole-time Director, Mr. Rawal shall be liable to retire by rotation under Section 152(6) of the Companies Act, 2013, however, if re-appointed as Director immediately on retirement by rotation, he shall continue to hold his office of Whole-time Director and such re-appointment as Director shall not be deemed to constitute a break in his appointment as Whole-time Director;

RESOLVED FURTHER THAT the terms and conditions of appointment of Mr. Vikash Rawal (DIN: 00282609) may be altered or varied from time to time by the Board of Directors in such manner as may be mutually agreed, subject to such approvals as may be required and within the applicable limits of the Companies Act, 2013;

RESOLVED FURTHER THAT pursuant to Section 190 of the Companies Act, 2013, an Agreement or Memorandum setting the terms and conditions of appointment, remuneration and other provisions be entered into between the Company and Mr. Vikash Rawal (DIN 00282609) with liberty to the Board of Directors of the Company to alter and vary from time-to-time terms and conditions of appointment including remuneration and/or agreement as the Board of Directors may deem fit and as agreed by Mr. Vikash Rawal (DIN 00282609), Whole-time Director and CEO of the Company;

RESOLVED FURTHER THAT Mr. Vikash Rawal, will continue as Chief Executive Officer (CEO) of the Company;

RESOLVED FURTHER THAT the Board based on the recommendation of the Nomination and Remuneration Committee of the Board, be and is hereby authorized to provide annual increment payable to Mr. Vikash Rawal (DIN 00282609) during tenure of his appointment in accordance with the Nomination and Remuneration Policy for appointment and remuneration of Directors, key managerial personnel and senior management adopted by the Board and subject to the same being in line with the limits set out under the Act, read with Schedule V thereto as amended from time to time and as approved by the shareholders;

RESOLVED FURTHER THAT Board and/or Company Secretary be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, proper or expedient to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard without requiring the Board to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

6. **APPOINTMENT OF MR. SIDDHARTH RAMAN AMIN (DIN 01606803) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Siddharth R. Amin (DIN:01606803), who has been appointed as an Additional Director (designated as Independent Director) of the Company by the Board of Directors with effect from September 1, 2026, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from September 1, 2026 upto August 31, 2031, on the terms and conditions including those relating to remuneration as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto including but not limited to delegating all or any of its powers herein conferred to any Director(s)/officials of the Company to give effect to the aforesaid resolutions."

7. **APPROVAL FOR RELATED PARTY TRANSACTIONS WITH INDO RESOURCES FZCO, DUBAI (IRF) AT ARM'S LENGTH AND IN ORDINARY COURSE OF BUSINESS**

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

"RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), Section 188 of Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 ('Act'), read with related rules, if any, each as amended from time to time and the Company's Policy on Related Party Transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or a series of transactions taken together or otherwise) with M/s Indo Resources FZCO, Dubai (formerly Indo Resources DMCC) being a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase of Coal, Coke, Steel, Iron ore, Ferro alloys, Ores and minerals including manganese ore and allied raw materials, on such terms and conditions as the Board of Directors may deem fit, for enhancement/revision of the existing approval of ₹750 crore for the financial year 2026-27 to a maximum aggregate value of Rs.1000 Crores (Rupees One Thousand Crores) (exclusive of any taxes, duties or charges) for the financial year 2026-27 and upto a maximum aggregate value of Rs.1200 crores (Rupees One Thousand Two Hundred Crores) (exclusive of any taxes, duties or charges) to be entered into during the financial year 2027-28, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the aforesaid approval of maximum aggregate value ₹1,000 crore (Rupees One Thousand Crores) for the financial year 2026-27 shall be in enhancement/revision of the existing approval of ₹750 crore (Rupees Seven Hundred Fifty Crores) granted by the Members for the said financial year, and the approval of ₹1,200 crore (Rupees One Thousand Two Hundred Crores) for the financial year 2027-28 shall constitute the maximum aggregate value of transactions that may be undertaken with IRF during the said financial year.

RESOLVED FURTHER THAT transactions undertaken with IRF pursuant to the earlier approval of ₹750 crore (Rupees Seven Hundred Fifty Crores) for the financial year 2026-27, prior to the passing of this resolution, shall remain valid and unaffected, and the enhanced limit of ₹1,000 crore (Rupees One Thousand Crores) shall apply to the aggregate value of transactions for the entire financial year 2026-27 including transactions already undertaken pursuant to the earlier approval of₹750 crore (Rupees Seven Hundred Fifty Crores), subject to applicable law.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do or perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, agreements and other documents, file applications and make representations in respect thereof and seek approval from relevant authorities including Governmental authorities in this regard if required, and to deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable and expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the Members shall be deemed to have given thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved and confirmed in all respects.”

8. APPROVAL FOR RELATED PARTY TRANSACTIONS WITH INDO INTERNATIONAL TRADING FZCO, DUBAI (IIT) AT ARM’S LENGTH AND IN ORDINARY COURSE OF BUSINESS

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

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), Section 188 of Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time and the Company’s Policy on Related Party Transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or a series of transactions taken together or otherwise) with M/s Indo International Trading FZCO, Dubai, being a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase of Coal, Coke, Steel, Iron ore, Ferro alloys, Ores and minerals including manganese ore and allied raw materials, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs.500 Crores (Rupees Five Hundred Crores) (exclusive of any taxes, duties or charges) to be entered into during the financial year 2027-28, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do or perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, agreements and other documents, file applications and make representations in respect thereof and seek approval from relevant authorities including Governmental authorities in this regard if required, and to deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable and expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the Members shall be deemed to have given thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved and confirmed in all respects.”

9. APPROVAL FOR RELATED PARTY TRANSACTIONS WITH INDO INTERTRADE AG, SWITZERLAND (IIAG) AT ARM’S LENGTH AND IN ORDINARY COURSE OF BUSINESS

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

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), Section 188 of Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time and the Company’s Policy on Related Party Transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or a series of transactions taken together or otherwise) with M/s Indo Intertrade Ag, Switzerland, being a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase of Coal, Coke, Steel, Iron ore, Ferro alloys, Ores and minerals including manganese ore and allied raw materials, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs.350 Crores (Rupees Three Hundred Fifty Crores) (exclusive of any taxes, duties or charges) to be entered into during the financial year 2027-28, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do or perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, agreements and other documents, file applications and make representations in respect thereof and seek approval from relevant authorities including Governmental authorities in this regard if required, and to deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable and expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the Members shall be deemed to have given thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved and confirmed in all respects."

By Order of the Board of Directors
For Emergent Industrial Solutions Limited

Date: 01.09.2026
Place: New Delhi

(Sabina Nagpal)
Company Secretary and Law Officer
ACS 15796

Registered Office:
8-B, 'Sagar', 6, Tilak Marg,
New Delhi – 110 001

Notes:

a. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("Act"), in respect of the special business to be transacted at the meeting under Item No.3 to 9 is annexed hereto. As an additional information, the Explanatory Statement also contains material facts pertaining to ordinary business mentioned at Item No.2 of the said Notice.

B. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL 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.

c. Pursuant to Section 91 of the Companies Act 2013, the Register of Members and the Share Transfer books of the Company will be closed from Thursday 24th September, 2026 to Wednesday, 30th September, 2026 (both days inclusive) for the purpose of the Annual General Meeting.

d. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting at company's email id: cs@somanigroup.com with a copy marked to evoting@nsdl.com.

e. In case of Joint holders attending the Meeting, only such Joint Holder who is higher in the order of names will be entitled to vote.

f. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.

g. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

h. Non-Resident Indian Members are requested to inform RTA, immediately of:

(i) Change in their residential status on return to India for permanent settlement.

(ii) Particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier.

i. In compliance with relevant MCA circulars and SEBI Circulars, electronic copy of the notice of the 43rd Annual General Meeting of the Company, annual report, notice of e-voting inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent only through electronic mode to all the members whose email IDs are registered with the Company/Depository Participants(s). Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to the Company. Notice of the 43rd AGM and the copies of audited financial statements, Board's Report, Auditor's Report etc. will also be displayed on Company's website www.eesl.in and on the website of Bombay Stock Exchange (BSE) www.bseindia.com and on the website of NSDL (agency providing remote e-voting facility) https://evoting.nsdl.com. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **"cut-off date"** i.e Wednesday, the 23rd September, 2026.

j. The Board has appointed Mr. Neeraj Sharma, of M/s Neeraj & Associates, Practicing Company Secretaries, New Delhi (CP No. 23057) as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

k. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall within the prescribed timeline make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company and on the website of NSDL and shall also be submitted to BSE Limited within the prescribed timeline.

l. The Ministry of Corporate Affairs (MCA) vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively has taken a 'Green Initiative in Corporate Governance' and allowed Companies to send communication to the shareholders through electronic mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company or its Transfer Agent.

m. The notice of AGM is being sent to those members, whose names appear in the Register of Members as on Friday, the 28th August, 2026.

n. Members seeking any information with regard to the Accounts are requested to write to the Company atleast 10 days in advance, so as to enable the Management to keep the information ready at the meeting.

o. SEBI has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

A special window, as per mandate of SEBI, is available till 4th February, 2027, to facilitate lodgement of transfer requests executed before 1st April, 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents. Eligible shareholders are requested to submit the requisite documents before 4th February, 2027 to Company/RTA. Securities transferred through this mechanism shall be credited only in dematerialized form and will remain under a one year lock-in, during which they cannot be transferred, lien-marked, or pledged. [SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 6th February, 2026]

q. SEBI has introduced DigiLocker as a Digital Public Infrastructure to reduce unclaimed securities in the Indian Securities Market. DigiLocker is digital documents wallet of Government of India facilitating investors to securely store and access Issued Documents, demat holdings etc., along with a facility to appoint a nominee to their DigiLocker account. In the event of the investor's demise, such nominee(s) will be provided access to the digital information of the deceased investor to initiate the process of transmission of deceased investor's financial assets or to pass the information to surviving joint holder or to legal heirs. [SEBI Circular No. SEBI/HO/OIAE/OIAE_IAD-3/ P/CIR/2025/32 dated 19th March, 2025].

r. Members are requested to follow the process detailed below and intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

Type of Holder	Process to be followed	
	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, RCMC Share Registry Private Limited either by email to investor.services@rcmcdelhi.com or mdnair@rcmcdelhi.com or by post to M/S RCMC Share Registry Private Limited, Registered Office: B-25/1, Okhla Industrial Area Phase-II, New Delhi – 110020	
Physical	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	**Form ISR-1**
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and Debenture) Rules, 2014	**Form SH-13**
	Confirmation of Signature of securities holder by the Banker	**Form ISR-2**
	Declaration to opt out	**Form ISR-3**
	Cancellation or variation of nomination by the holder(s))	**Form SH-14**
	Form for requesting issue of Duplicate Certificate and other service requests for shares /debentures / bonds, etc., held in physical form	**Form ISR-4**
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	

s. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform the investors can initiate dispute resolution through the ODR Portal(https://smartodr.in/login).

t. The proxy form, attendance slip and route map of the venue is annexed hereto.

u. VOTING THROUGH ELECTRONIC MEANS:

i) Members can exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means. The facility of casting votes by members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

ii) The remote e-voting will commence on **Sunday, 27th September, 2026 at 9:00 AM and ends on Tuesday, 29th September, 2026 at 5:00 PM.** During this period, the Members of the Company, holding shares either in physical form or in dematerialised form, as on the **cut-off date i.e. Wednesday, the 23rd September, 2026**, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast vote again.

iii) Facility for voting through ballot paper shall also be available at the AGM. Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot papers. There shall be no voting by show of hands at the AGM.

iv). Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

v. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 am to 5.00 pm) on all working days except Saturday, up to and including the date of the upcoming Annual General Meeting of the Company.

w. 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 the Notice will be available for inspection by the Members during the AGM

By Order of the Board of Directors
For Emergent Industrial Solutions Limited

Date: 01.09.2026
Place: New Delhi

Registered Office:
8-B, 'Sagar', 6, Tilak Marg,
New Delhi – 110 001.

(Sabina Nagpal)
Company Secretary and Law Officer
ACS 15796

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

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Item Nos. 3 to 9 of the accompanying Notice. As an additional information, the Explanatory Statement also contains material facts pertaining to ordinary business mentioned at Item No. 2 of the said Notice.

Item No.3

<u>Approval of Resolution Under Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the reappointment of Mrs. Shobha Sahni as Director of the Company</u>

Mrs. Shobha Sahni (DOB 1.1.1949), is non-executive non-Independent Director of the Company and is liable to retire by rotation. As per Regulation 17(1A) of the Listing Regulations, appointment, reappointment or continuation of a Non-Executive Director after attaining the age of 75 years requires approval of Members of the Company by way of Special Resolution. Mrs. Shobha Sahni has attained an age of 77 (seventy-seven) years and in view of the same, Board of Directors, recommends passing of Special Resolution under Item No. 3 for her re-appointment as Director. Mrs. Shobha Sahni brings with her relevant experience in Human Resources and General administration. It is in the interest of the Company to continue to avail her valuable expertise. Except Mrs. Shobha Sahni, none of the Directors and Key Managerial Personnel of the Company and /or their relatives is deemed to be concerned or interested (financially or otherwise) in the resolution.

Item No 4

Appointment of Mr. Vikash Rawal as the Director of the Company

The Board of Directors of the Company in its meeting held on September 1, 2026 on the recommendation of Nomination and Remuneration Committee has appointed Mr. Vikash Rawal (DIN 00282609), as an Additional Director of the Company with effect from September 1, 2026.

A notice under Section 160 of the Companies Act, 2013 has been received from a member for proposing the candidature of Mr. Vikash Rawal (DIN 00282609) as a Director of the Company.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularisation of Mr. Vikash Rawal (DIN 00282609) as Director of the Company. Mr. Vikash Rawal (DIN 00282609) shall be liable to retire by rotation in pursuance of Section 152 and any other provisions of the Companies Act, 2013.

Mr. Vikash Rawal (DIN 00282609) has given his consent (DIR-2) to act as a Director and declaration that he is not disqualified from being appointed as Director (DIR-8) in terms of Section 164 of the Companies Act, 2013. DIR-2, DIR-8 and MBP-1 has been received from Mr. Vikash Rawal (DIN 00282609).

Brief resume of Mr. Vikash Rawal (DIN 00282609), nature of his expertise in functional areas and names of companies in which he holds Directorships and Memberships/Chairmanships of the Board Committees, shareholding and relationships between Directors inter-se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with the provisions of Secretarial Standard-2 are provided in the Annexure to the notice.

Mr. Vikash Rawal (DIN 00282609) is not debarred from holding the office of Director pursuant to any SEBI order or any such statutory authority. Mr. Vikash Rawal (DIN 00282609) does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Except Mr. Vikash Rawal (DIN 00282609), being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this Resolution.

This Explanatory Statement may also be regarded as a disclosure under Listing Regulations with the Stock Exchanges. The Board of Directors recommends Ordinary Resolution as set out in Item No. 04 of the Notice for approval by the Members.

ITEM NO. 5

Appointment of Mr. Vikash Rawal as the Whole Time Director designated as Whole Time Director and Chief Executive Officer (CEO) of the Company

The Board of Directors of the Company at its meeting held on September 1, 2026, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Vikash Rawal, (DIN 00282609), Director as Whole-time Director & designated as a Whole Time Director & Chief Executive Officer (CEO) of the Company, for a period of 5 (five) years with effect from September 1, 2026 till August 31, 2031, subject to approval of members at the ensuing Annual General Meeting of the Company.

Mr. Vikash Rawal (DIN 00282609) aged about 51 years is a qualified Chartered Accountant having more than 25 years of experience in the field of Financial management, Banking, Corporate Affairs, Accounting and tax functions. He is presently serving as the Chief Executive Officer of the Company since 2021 and has been instrumental in strengthening the Company's business operations, strategic initiatives and overall management.

As recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the consent of the Members be and is hereby sought to appoint Mr. Vikash Rawal, (DIN 00282609) as Whole-time Director designated as a Whole Time Director & CEO of the Company, together with payment of remuneration, for a period of 5 (Five) years, commencing from September 1, 2026 to August 31, 2031, by way of salary, and perquisites and other terms as stated in Resolution No. 4 of the Notice.

Mr. Vikash Rawal (DIN 00282609), Whole-time Director, designated as a Whole Time Director & CEO of the Company, is liable to retire by rotation, in terms of the Articles of Association of the Company.

Pursuant to provisions of the Act and the Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the appointment of Mr. Vikash Rawal (DIN 00282609) as Whole-time Director, designated as Whole Time Director & CEO of the Company, is subject to approval of the members of the Company and same is proposed to be passed by Members of the Company as Special Resolution at the Annual General Meeting.

Mr. Vikash Rawal (DIN 00282609) fulfils the conditions for eligibility of the appointment as contained in Part I of Schedule V of the Act. He is not debarred from holding the office of Director pursuant to any SEBI order or any such statutory authority.

Mr. Vikash Rawal (DIN 00282609) has been working as Chief Executive Officer (CEO) of the Company since 2021 in a professional capacity and he does not hold by himself or for any other person on a beneficial basis, any shares in the Company and he shall continue as Chief Executive Officer (CEO) of the Company. Further, his appointment as Whole-time Director, designated as Whole-time Director & CEO will be considered as Key Managerial Personnel in compliance of the provisions of Section 203 of the Act.

Mr. Vikash Rawal (DIN 00282609) has given his consent to act as Whole-time Director, designated as Whole Time Director & CEO of the Company.

The Nomination and Remuneration Committee while recommending his appointment, has considered amongst others, leadership capabilities, expertise in tax and Finance matters, administrative knowledge and experience as the skills required for this role.

The other information as required under Schedule V of Part II of Section II the Act are given below:-

Statements in terms of Schedule V of the Companies Act, 2013 relating to Remuneration payable to Managerial Personnel:

1. GENERAL INFORMATION:

<table>
<tr><td>1.</td><td>Nature of Industry</td><td colspan="4">The Company is engaged in International Trading of various commodities including steel, coal, coke, ferro alloys.</td></tr>
<tr><td>2.</td><td>Date or expected date of commencement of commercial production</td><td colspan="4">Not applicable</td></tr>
<tr><td>3.</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in prospectus</td><td colspan="4">Not applicable</td></tr>
<tr><td rowspan="4">4.</td><td rowspan="4">Financial Information based on given indicators</td><td>Particulars</td><td>FY 2025-26 (Rs. In Lacs)</td><td>FY 2024-25 (Rs.In Lacs)</td><td>FY 2023-24 (Rs.In Lacs)</td></tr>
<tr><td>Total Revenue</td><td>43454.53</td><td>79877.63</td><td>35918.77</td></tr>
<tr><td>Profit before Tax, Finance Cost & Depreciation</td><td>353.17</td><td>980.86</td><td>337.37</td></tr>
<tr><td>Less : Depreciation</td><td>17.37</td><td>10.78</td><td>7.89</td></tr>
</table>

		Less : Finance Cost	153.10	436.99	74.16
		Profit before Tax	182.70	533.09	255.48
		Less: Provision for Tax	43.91	136.37	62.97
		Net Profit After Tax	138.79	396.72	192.51
		Equity Capital (face value in Rs.)	10.00	10.00	10.00
		Earning per share(in Rs.)	3.04	8.68	4.21
5.	Foreign investments or collaborations, if any	The Company does not have any foreign investments or collaborations			

2. INFORMATION ABOUT THE APPOINTEE

Sr. No.	Particulars	Mr. Vikash Rawal
1.	Background Details	Aged about 51 years, He is a qualified Chartered Accountant having more than 25 years of experience in the field of Financial management, Banking, Corporate Affairs, Accounting, tax matters and overall management functions. He has been working as CEO of the Company since 2021.
2.	Past remuneration	Remuneration drawn as CEO of the Company for the Financial Year 2025-26 i.e. Rs. 42.61 lacs.
3.	Job Profile and his suitability	In the capacity of Whole Time Director and CEO of the Company, he shall be responsible for defining and executing business strategy, strengthening governance practices and providing overall leadership to the Company's operations or such other roles and responsibilities as may be assigned to him by the Board from time to time.
4.	Term & Conditions of appointment & Remuneration proposed	As set out in Resolution No. 5 of the Notice
5.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the proposed profile of Mr. Vikash Rawal, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial personnel in other Companies.
6.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides, the remuneration proposed, Mr. Vikash Rawal does not have any other pecuniary relationship with the Company.

3. OTHER INFORMATION:

1.	Reasons of loss or inadequate profits:	The Company has adequate profits for the financial year 2025-26. The disclosures under this section are nevertheless being provided in accordance with

		Schedule V of the Act, as a matter of abundant caution, to enable payment of minimum remuneration to the Whole-time Director in any future financial year during the tenure in which the Company has no profits or inadequate profits, subject to the applicable provisions of Schedule V of the Act.
2.	Steps taken or proposed to be taken for improvement	Continuous process being followed by the Company for cost control, efficient power consumption, efforts to reduce the logistic cost and deeper penetration into higher realisation market and expansion of new market.
	Expected increase	All efforts are being undertaken to ensure improved performance

4. DISCLOSURES:

The remuneration package proposed to be given to Mr. Vikash Rawal is as per the details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel.
There is no severance fee or stock option in the case of the aforesaid managerial personnel. The respective tenure of the aforesaid managerial personnel shall be governed by the resolutions passed by the Shareholders in General Meetings.

All material documents relating to this item of business including the draft letter of appointment shall be available for inspection in the manner set out in Notes to this Notice.

The Board is of the opinion that considering his background, qualifications Mr. Vikash Rawal brings to the Company, the remuneration offered to them is reasonable and in line with present corporate practice.

Details of Mr. Vikash Rawal as per the requirement of Schedule V of the Act, Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) is provided in Annexure to the Notice.

Keeping in view the above, consent of the Members for appointment of Mr. Vikash Rawal as Whole-time Director, designated as a Whole time Director and CEO of the Company, is sought by way of Special Resolution, as set out in the resolution in Item No. 05 of the accompanying Notice.

Except Mr. Vikash Rawal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this Resolution.

The Board of Directors of the Company recommend passing of the Special Resolution as set out at Item No. 05 of the Notice.

Item No. 6

Appointment of Mr. Siddharth R Amin as an Independent Director

Based on the recommendation of the Nomination and Remuneration Committee, the Board had, at its meeting held on September 1, 2026, approved the appointment of Mr. Siddharth R. Amin (DIN: 01606803), as an Additional Director of the Company, with effect from September 1, 2026. Subject to Shareholders' approval, the Board has also approved the appointment of Mr. Amin as an Independent Director of the Company for a term of 5 (five) consecutive years, commencing from September 1, 2026 and ending on 31st August, 2031, in accordance with Sections 149, 150 and 152 of the Act.

The Company has received all the statutory declarations/disclosures from Mr. Amin including the following: (a) consent to act as a Director of the Company in Form DIR-2 pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014; (b) confirmation that he meets the criteria of independence as provided under Section 149 read with Schedule IV on the Code for Independent Directors of the Act and the Listing Regulations; (c) confirmation that he is not disqualified from being appointed as a Director in Form DIR-8 pursuant to Section 164 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014; (d) confirmation that he is registered with the Independent Director's databank in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; and (e) declaration that he has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

Further, pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within 3 (three) months from the date of appointment, whichever is earlier.

Mr. Amin is eligible to be appointed as an Independent Director for a term of upto 5 (five) consecutive years. The Company has received notice under Section 160 of the Act proposing Mr. Amin's candidature as an Independent Director of the Company.

Mr. Siddharth R. Amin, aged 64 years, is a veteran entrepreneur and business leader with over four decades of experience across the commodities, metals and minerals, marine services, testing, inspection and certification, collateral management and analytical testing sectors.

Mr. Amin commenced his career in 1980 with the family business and has held senior leadership positions across companies engaged in business of trading in commodities and marine services, technical and industrial inspection, minerals and metals, collateral management and testing and analytical services. Over the course of his career, he was instrumental in transforming and scaling the business from a 30-employee organisation into a diversified group with over 1,300 employees, with operations in India and overseas.

He has extensive experience in business strategy, business development and diversification, M&A and joint ventures, international business, commodities, metals and minerals, marine services and strategic investments. He has also been involved in establishing overseas operations in Europe and Middle East and developing international partnerships across Asia, Africa and South America.

The Board is of the opinion that Mr. Amin possesses the requisite knowledge, experience and expertise in the areas of commodities, metals and minerals, international business, business strategy, business development, M&A and joint ventures and strategic investments, which would be of significant value to the Company. His extensive experience in building and scaling businesses and his understanding of the commodities and metals sectors would enable him to provide valuable strategic guidance and an independent perspective to the Board.

Mr. Amin holds a degree in Science from the University of Mumbai. Mr. Siddharth R. Amin (DIN:01606803) fulfils the conditions of independence as set out in Section 149(6) and Schedule IV of the Act and the Listing Regulations and is thereby eligible for appointment as an Independent Director. Mr. Amin shall be entitled to sitting fees for attending the meetings of the Board and Committees thereof.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and the Secretarial Standards, as on the date of Notice, are provided in this Notice. Mr. Siddharth R. Amin, being the appointee, is concerned and interested in the proposed resolution. None of his relatives has any interest in the resolution, except to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

In the opinion of the Board, Mr. Amin fulfils the conditions specified in the Companies Act, 2013 and the SEBI Listing Regulations for appointment as an Independent Director of the Company and is independent of the management of the Company.

Documents relating to this item of business including the draft letter of appointment shall be available for inspection in the manner set out in Notes to this Notice. The Board firmly believes that Mr. Amin's extensive experience will be immensely beneficial to the Company. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Amin as an Independent Director in the interest of the Company and recommends the Special Resolution for approval of Shareholders.

The Board recommends the Special Resolution set out at Item No.6 of the Notice for approval by the Members.

Context for Resolution Nos. 7 to 9:

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds ₹1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction ('RPT') to include a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not. Further, subsequent modifications to the material RPTs, as already approved by the Members of the Company, are required to be placed before the Members for their approval before such modification in RPTs are given effect to.

Accordingly, RPTs of Emergent Industrial Solutions Limited ("Company" or "EISL") and RPTs of its subsidiary entities exceeding the aforesaid threshold of Rs.1000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower shall be considered as Material Related Party Transaction (MRPT), are placed for the approval of the Members of the Company vide Resolutions No. 7 to 9. The Company has provided the Audit Committee with the relevant details, of the proposed RPTs, as required under Listing Regulations, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has unanimously granted approval for entering into the below mentioned MRPTs. The Audit Committee has further noted that the transactions will be at an arms' length basis and in the ordinary course of business of the Company. Accordingly, basis the approval of the Audit Committee, the Board of Directors recommends the resolutions contained in Item Nos. 7 to 9 of the accompanying Notice to the Members for approval.

Item No. 7

<u>Approval for Related Party Transactions with Indo Resources FZCo, Dubai (formerly Indo Resources DMCC, Dubai) (IRF) at arm's length and in ordinary course of business</u>

The Company had in past entered into purchase transactions with Indo Resources FZCo, Dubai (formerly Indo Resources DMCC), a private company and a related party of the Company, during the financial years 2026-27 and 2027-28, which would fall under the category of Material Related Party Transactions requiring prior approval of shareholders. Accordingly, considering such possibility, it is proposed to approve the MRPTs with IRF upto an amount of Rs.1000 Crores (Rupees One Thousand Crores) and Rs.1200 Crores (Rupees One Thousand Two Hundred Crores) (exclusive of any taxes, duties or charges) during the financial year(s) 2026-27 and 2027-28 respectively.

Approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with IRF in the financial year(s) 2026-27 and 2027-28 respectively. The Company had already taken shareholders approval through postal ballot for MRPTs with IRF upto a maximum value of Rs.750 Crores (Rupees Seven Hundred Fifty Crores) (exclusive of any taxes, duties or charges) to be entered into during the financial year 2026-27. However, it is expected that the MRPTs with Related Party might exceed this threshold. Hence, the Board of Directors have proposed to take shareholders approval for a maximum aggregate value of Rs.1000 Crores (Rupees One Thousand Crores) and Rs.1200 Crores (Rupees One Thousand Two Hundred Crores) (exclusive of any taxes, duties or charges) during the financial year(s) 2026-27 and 2027-28 respectively.

As on the date of this Notice, the aggregate value of transactions undertaken with IRF during the financial year 2026-27 has not exceeded the existing approved limit of ₹750 crore. However, based on the Company's current business requirements, projected transaction volumes and anticipated business activities for the balance period of the financial year, it is expected that the aggregate value of transactions may exceed the existing approved limit of ₹750 crore (Rupees Seven Hundred Fifty Crores). Accordingly, in order to ensure that the Company has adequate shareholder approval for the anticipated transactions, the approval of the Members is being sought to enhance the existing limit from ₹750 crore (Rupees Seven Hundred Fifty Crores) to ₹1,000 crore (Rupees One Thousand Crores) for the financial year 2026-27. The proposed enhancement is therefore prospective in nature and is not being sought on account of any excess or breach of the existing approved limit.

Further, considering the anticipated business requirements for the subsequent financial year, approval of the Members is also being sought for undertaking material related party transactions with IRF for an aggregate amount not exceeding ₹1,200 crore during the financial year 2027-28.

The Table below clarifies the approval sought for each year.

Financial Year	**Existing approval**	**Proposed approval**	**Nature**
2026-27	₹750 crore	₹1,000 crore	Enhancement of existing limit
2027-28	—	₹1,200 crore	Fresh approval

Details of the proposed RPTs between the Company and IRF, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, are as follows:

Sr.No.	Particulars	Remarks
Details of Summary of information provided by the Management to the Audit Committee		
1.	Name of Related Party	Indo Resources FZCo, Dubai (formerly Indo Resources DMCC, Dubai)
2.	Name of Director or KMP who is interested	Mr. Tarun Somani
3.	Nature of relationship	Ultimate Beneficial Ownership
4.	Type of the proposed transaction	Purchase of Goods
5.	Any advance paid or received	None
6.	Tenure of the Proposed Transaction	FY 2026-27 & FY 2027-28
7.	Nature, material terms, monetary value and particulars of contracts or arrangements	The transaction involves purchase of coal, coke, steel, iron ore, ferro alloys, ores including manganese ore and other allied raw materials for an aggregate value of Rs.1000 Crores (Rupees One Thousand Crores) and upto a maximum value of Rs.1200 crores (Rupees One Thousand Two Hundred Crores) (exclusive of any taxes, duties or charges) to be entered into during the financial years 2026-27 and 2027-28 respectively.
8.	Particulars of the proposed transaction	Cost effective and consistent supplies of commodities are the key requirements for the Company. The Company intends to procure bulk quantities to ensure consistent quantities.
9.	Value of the proposed transaction	Upto Maximum value of Rs.1000 Crores (Rupees One Thousand Crores) and upto a maximum value of Rs.1200 crores (Rupees One Thousand Two Hundred Crores)

		(exclusive of any taxes, duties or charges) to be entered into during the financial years 2026-27 and 2027-28 respectively
10.	Percentage of annual consolidated turnover of Emergent Industrial Solutions Limited in the immediately preceding financial year	FY 2026-27 - 125.50% FY 2027-28 – 150.60%
11.	Benefits of the proposed transaction	To ensure stability of supplies in terms of quality, quantity and logistics. Transactions would always be based on the business expediency, on arm's length basis, in ordinary course of business and in the interest of all stakeholders.
12	Details of the valuation report or external party report (if any) enclosed with the Notice	Not applicable. All contracts with related party defined as per Section 2(76) of the Act and other applicable provisions, are reviewed for arm's length testing internally and entered into on the prevailing market price on competitive basis
13.	Justification for the transaction	Indo Resources FZCo, Dubai (formerly Indo Resources DMCC) by virtue of the quantities it procures is in a better position to negotiate better rates/pricing from global suppliers and miners.
14. Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:		
A.	details of the source of funds in connection with the proposed transaction	NA
B.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments – • nature of indebtedness; • cost of funds; and • tenure	NA
C	Terms of the loans, inter-corporate deposits, advances, or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	NA
D.	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	NA
15.	Any other information that may be relevant	All important information forms part of the Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, forming part of this Notice.

The aggregate value of transactions undertaken pursuant to this approval shall not exceed ₹1,000 crore (Rupees One Thousand Crores) during FY 2026-27 and ₹1,200 crore (Rupees One Thousand Two Hundred Crores) during FY 2027-28. The pricing of the relevant goods shall be based on prevailing market prices and/or competitive quotations, as applicable. Where market price is not readily ascertainable, an appropriate arm's length pricing methodology, including reimbursement of actual cost where appropriate, may be adopted.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not. Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the related parties shall not vote on such resolutions, therefore, none of the Related Parties shall vote on the said resolution, whether or not such Related Party is party to the particular transaction.

Except Mr. Tarun Somani along with his relatives, none of the other Directors and Key Managerial personnel of the Company and/or their respective relatives are in any way, concerned or interested either directly or indirectly, in the resolution mentioned at Item No.7 of this Notice.

The Board of Directors recommends the Ordinary Resolution as set out at Item No.7 of the accompanying Notice, for Members' approval.

Item No. 8

Approval for Related Party Transactions with Indo International Trading FZCo, Dubai (IIT) at arm's length and in ordinary course of business

The Company had in past entered into purchase transactions with Indo International Trading FZCO, a related party of the Company, which would fall under the category of Material Related Party Transaction. It is likely that similar transactions would continue during the financial year 2027-28, requiring prior approval of shareholders. Accordingly, considering such possibility, it is proposed to approve the MRPT with IIT upto an amount of Rs.500 crores (Rupees Five Hundred Crores only) (exclusive of any taxes, duties or charges) during financial year 2027-28.

Approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with IIT in the financial year 2027-28.

Details of the proposed RPTs between the Company and IIT, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, are as follows:

Sr.No.	Particulars	Remarks
Details of Summary of information provided by the Management to the Audit Committee		
1.	Name of Related Party	Indo International Trading FZCO, Dubai
2.	Name of Director or KMP who is interested	Mr. Tarun Somani
3.	Nature of relationship	Common directorship of Mr. Tarun Somani
4.	Type of the proposed transaction	Purchase of Goods
5.	Any advance paid or received	None
6.	Tenure of the Proposed Transaction	FY 2027-28
7.	Nature, material terms, monetary value and particulars of contracts or arrangements	The transaction involves purchase of coal, coke, steel, iron ore, ferro alloys, ores including manganese ore and other allied raw materials for a maximum value of Rs.500 crores (Rupees Five Hundred Crores only) (exclusive of any taxes, duties or charges) during the financial year 2027-28 respectively
8.	Particulars of the proposed transaction	Cost effective and consistent supplies of commodities are the key requirements for the Company. The Company intends to procure bulk quantities to ensure consistent quantities.
9.	Value of the proposed transaction	Maximum upto Rs.500 crores (Rupees Five hundred crores only) (exclusive of any taxes, duties or charges) during financial year 2027-28

10.	Percentage of annual consolidated turnover of Emergent Industrial Solutions Limited in the immediately preceding financial year	62.75%
11.	Benefits of the proposed transaction	To ensure stability of supplies in terms of quality, quantity and logistics. Transactions would always be based on the business expediency, on arm's length basis, in ordinary course of business and in the interest of all stakeholders.
12	Details of the valuation report or external party report (if any) enclosed with the Notice	Not applicable. All contracts with related party defined as per Section 2(76) of the Act and other applicable provisions, are reviewed for arm's length testing internally and entered into on the prevailing market price on competitive basis.
13.	Justification for the transaction	Indo International Trading FZCO by virtue of the quantities it procures is in a better position to negotiate better rates/pricing from global suppliers and miners.
14. Details of transactions relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:		
A.	details of the source of funds in connection with the proposed transaction	NA
B.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments – • nature of indebtedness; • cost of funds; and • tenure	NA
C.	Terms of the loans, inter-corporate deposits, advances, or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	NA
D.	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	NA
15.	Any other information that may be relevant	All important information forms part of the Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, forming part of this Notice.

The aggregate value of transactions undertaken pursuant to this approval shall not exceed ₹ 500 crore (Rupees Five Hundred Crore) during FY 2027-28. The pricing of the relevant goods shall be based on prevailing market prices and/or competitive quotations, as applicable. Where market price is not readily ascertainable, an appropriate arm's length pricing methodology, including reimbursement of actual cost where appropriate, may be adopted.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not. Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the related parties shall not vote on such resolutions, therefore, none of the Related Parties shall vote on the said resolution whether or not such Related Party is party to the particular transaction.

Except Mr. Tarun Somani along with his relatives, none of the other Directors and Key Managerial personnel of the Company and/or their respective relatives are in any way, concerned or interested either directly or indirectly, in the resolution mentioned at Item No.8 of this Notice.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 8 of the accompanying Notice, for Members' approval.

Item No. 9

Approval for Related Party Transactions with Indo Intertrade Ag, Switzerland (IIAG) at arm's length and in ordinary course of business

The Company had in past entered into purchase transactions with Indo Intertrade AG, a related party of the Company, which would fall under the category of Material Related Party Transaction. It is likely that similar transactions would continue during the financial year 2027-28, requiring prior approval of shareholders. Accordingly, considering such possibility, it is proposed to approve the MRPT with IIAG upto an aggregate amount of Rs.350 crores (Rupees Three Hundred Fifty crores) during financial year 2027-28.

Approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with IIAG in the financial year 2027-28.

Details of the proposed RPTs between the Company and IIAG, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, are as follows:

Sr. No.	Particulars	Remarks
Details of Summary of information provided by the Management to the Audit Committee		
1.	Name of Related Party	Indo Intertrade AG, Switzerland
2.	Name of Director or KMP who is interested	Mr. Tarun Somani
3.	Nature of relationship	Common directorship of Mr. Tarun Somani
4.	Type of the proposed transaction	Purchase of Goods
5.	Any advance paid or received	None
6.	Tenure of the Proposed Transaction	FY 2027-28
7.	Nature, material terms, monetary value and particulars of contracts or arrangements	The transaction involves purchase of coal, coke, steel, iron ore, ferro alloys, ores including manganese ore and other related raw materials for a maximum value of Rs.350 crores (Rupees Three hundred Fifty crores only) (exclusive of any taxes, duties or charges) during financial year 2027-28
8.	Particulars of the proposed transaction	Cost effective and consistent supplies of commodities are the key requirements for the Company. The Company intends to procure bulk quantities to ensure consistent quantities.
9.	Value of the proposed transaction	Maximum upto Rs.350 crores (Rupees Three Hundred Fifty Crores only) (exclusive of any taxes, duties or charges) financial year 2027-28
10.	Percentage of annual consolidated turnover of Emergent Industrial Solutions Limited in the immediately preceding financial year	43.92%
11.	Benefits of the proposed transaction	To ensure stability of supplies in terms of quality, quantity and logistics. Transactions would always be based on the business expediency, on arm's length basis, in ordinary course of business and in the interest of all stakeholders.
12	Details of the valuation report or external party report (if any) enclosed with the Notice	Not applicable. All contracts with related party defined as per Section 2(76) of the Act and other applicable provisions, are reviewed for arm's length testing internally and entered into on the prevailing market price on competitive basis.

13.	Justification for the transaction	Indo Intertrade AG by virtue of the quantities it procures is in a better position to negotiate better rates/pricing from global suppliers and miners.
14. Details of transactions relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:		
A.	details of the source of funds in connection with the proposed transaction	NA
B.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments – • nature of indebtedness; • cost of funds; and • tenure	NA
C	Terms of the loans, inter-corporate deposits, advances, or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	NA
D.	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	NA
15.	Any other information that may be relevant	All important information forms part of the Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, forming part of this Notice.

The aggregate value of transactions undertaken pursuant to this approval shall not exceed ₹350 crore (Rupees Three hundred fifty crores) during FY 2027-28. The pricing of the relevant goods shall be based on prevailing market prices and/or competitive quotations, as applicable. Where market price is not readily ascertainable, an appropriate arm's length pricing methodology, including reimbursement of actual cost where appropriate, may be adopted.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not. Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the related parties shall not vote on such resolutions, therefore, none of the Related Parties shall vote on the said resolution.

Except Mr. Tarun Somani along with his relatives, none of the other Directors and Key Managerial personnel of the Company and/or their respective relatives are in any way, concerned or interested either directly or indirectly, in the resolution mentioned at Item No.9 of this Notice whether or not such Related Party is party to the particular transaction.
The Board of Directors recommends the Ordinary Resolution as set out at Item No.9 of the accompanying Notice, for Members' approval.

By Order of the Board of Directors
For Emergent Industrial Solutions Limited

Date: 01.09.2026
Place: New Delhi

(Sabina Nagpal)
Company Secretary and Law Officer
ACS- 15796

Registered Office:
8-B, 'Sagar', 6, Tilak Marg,
New Delhi – 110 001

Annexure to the Notice

Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting
(Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS II) on General Meetings by ICSI)

Particulars			
Resolution Number	2 & 3	4& 5	6
Name	Mrs. Shobha Sahni	Mr. Vikash Rawal	Mr. Siddharth R. Amin
Age	77	51	64
DIN	07478373	00282609	01606803
Nationality	Indian	Indian	Indian
Date of first appointment on the Board of the Company	30/09/2016	He was appointed as the Chief Executive Officer of the Company w.e.f.11th February 2021. He has been appointed as Whole-Time Director and Chief Executive Officer w.e.f September 1, 2026	01/09/2026
Qualification	Graduate	Chartered Accountant	B.Sc
Expertise in specific functional areas	General management, Human resource Development and Administration	Expertise in managing and overseeing the complete Finance and Operational functions of large and diversified business organizations	Experience and expertise in commodities, metals and minerals, marine services, testing, inspection and certification, international business, M&A and strategic investments.
No. of Board meetings attended	3	NA	NA
Directorship held in other listed Companies	Nil	Nil	Nil
Directorship/Membership/Chairmanship of committees of other public companies (includes only Audit Committees and Stakeholders Relationship Committee)	Nil	Nil	Nil
Number of shares held in the company	*Nil*	*Nil*	*Nil*
Relationship with other directors and key managerial personnel of the company	None	None	None
Terms and conditions of appointment	Non-Executive Director, liable to retire by rotation.	As per Explanatory Statement to Notice	As per Explanatory Statement to Notice
Remuneration last drawn	NIL	Not applicable	Not Applicable
Remuneration Proposed to be paid	Entitled to Sitting Fees	As per Explanatory Statement to Notice	Entitled to Sitting Fees
Listed Company from which he resigned the directorship during the past three years	Nil	Nil	Nil

EMERGENT INDUSTRIAL SOLUTIONS LIMITED
CIN L80902DL1983PLC209722
Regd. Office: 8-B, 'Sagar', 6, Tilak Marg, New Delhi – 110 001;
Phones : (91) (11) 2378 2022, 2338 2592 ; Fax : (91) (11) 2378 2806, 23381914 ;
Email : cs@somanigroup.com **; sotl@somanigroup.com website : www.eesl.in**

Form No. MGT-11
Proxy form
[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: **L80902DL1983PLC209722**
Name of the Company: **EMERGENT INDUSTRIAL SOLUTIONS LIMITED**
Registered office: 8B, SAGAR, 6, TILAK MARG, NEW DELHI-110001

Name of Member(s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We, being the member (s) of ………… shares of the above-named Company, hereby appoint

1. Name: Address:
   E-mail Id: Signature:

or failing him

2. Name: Address:
   E-mail Id: Signature:

or failing him

3. Name: Address:
   E-mail Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43rd Annual General Meeting of the Company, to be held on Wednesday, 30th September, 2026 at 10:30 A.M. at Red Fox by Lemon Tree Hotels, Plot No. 6, Community Center, Mayur Vihar Phase III, Delhi-110096, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	**RESOLUTIONS**	**Optional**	
Ordinary Business		For	Against
1.	Ordinary Resolution for adoption of: i. The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with reports of the Directors and Auditors thereon. ii. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with reports of the Auditors thereon.		

2.	Ordinary Resolution to appoint Mrs. Shobha Sahni (DIN 07478373) who retires by rotation and being eligible offers herself for re-appointment.		
II	**Special Business**		
3.	Special Resolution for Approval Under Regulation 17 (1A) of SEBI [Listing Obligations and Disclosure Requirements) Regulations, 2015 for the re-appointment of Mrs. Shobha Sahni (DIN: 07478373) as Director of the Company		
4.	Ordinary Resolution for appointment of Mr. Vikash Rawal (DIN: 00282609) as Director of the Company		
5.	Special Resolution for appointment of Mr. Vikash Rawal (DIN: 00282609) as Whole Time Director of the Company for a period of 5 years from September 1, 2026 To August 31, 2031.		
6.	Special Resolution for appointment of Mr. Siddharth R. Amin (DIN:01606803) as an Independent Director for a period of 5 years from September 1, 2026 to August 31, 2031.		
7.	Ordinary Resolution for Approval for Related Party Transactions with Indo Resources FZCo, Dubai (formerly Indo Resources DMCC, Dubai) for Rs.1000 Crores (Rupees One Thousand Crores) and Rs.1200 Crores (Rupees One Thousand Two Hundred Crores) for the financial year (s) 2026-27 and 2027-28 respectively at arm's length and in ordinary course of business.		
8.	Ordinary Resolution for Approval for Related Party Transactions with Indo International Trading FZCo, Dubai for Rs.500 crores (Rupees Five Hundred Crores only) for the financial year 2027-28 at arm's length and in ordinary course of business.		
9.L	Ordinary Resolution for Approval for Related Party Transactions with Indo Intertrade AG, Switzerland for Rs.350 crores (Rupees Three Hundred Fifty Crores only) for the financial year 2027-28 at arm's length and in ordinary course of business.		

Affix Revenue
Stamp

Signed this…… day of……… 2026
Signature of shareholder
Signature of Proxy holder(s)
Note: This form of proxy in order to be effective should be duly completed and dep[osited at the Registered] Office of the Company, not less than 48 hours before the commencement of the Meeting.

Attendance Slip

(To be presented at the entrance)

43rd Annual General Meeting on Wednesday, 30th September, 2026 at 10:30 A.M. at Red Fox by Lemon Tree Hotels, Plot No. 6, Community Center, Mayur Vihar Phase III, Delhi - 110096, India

Folio No. DP ID No. Client ID No.

Name of the Member: Signature:

Name of the Proxy holder: Signature:

I hereby record my presence at the 43rd Annual General Meeting of the Company held on Wednesday, 30th September, 2026 at 10:30 A.M. Red Fox by Lemon Tree Hotels, Plot No. 6, Community Center, Mayur Vihar Phase III, Delhi - 110096, India

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on Sunday, 27th September, 2026 at 9:00 AM and ends on Tuesday, 29th September, 2026 at 5:00 PM.

The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2026.

How do I vote electronically using NSDL e-Voting system?
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csneerajsharma7@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card),AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@somanigroup.com or sotl@somanigroup.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@somanigroup.com or sotl@somanigroup.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Process for those shareholders whose email ids are not registered with the depositories/company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@somanigroup.com or sotl@somanigroup.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@somanigroup.com or sotl@somanigroup.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
