

## NOTICE OF 01/2025-26 EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the **01/2025-26 Extra Ordinary General Meeting (“EGM/ the Meeting”)** of the Members of **SUNLITE RECYCLING INDUSTRIES LTD. (“the Company”)** will be held on **Saturday, December 06, 2025 at 02:00 P.M (IST)** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following business:

### Special Businesses:

#### Item No. 1:

#### Increase in Authorized Share Capital and Alteration of Capital Clause of Memorandum of Association of the Company:

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

“RESOLVED THAT pursuant to the provisions of sections 13, 61 & 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable Rules framed thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the Articles of Association of the Company and subject to such permissions, consents, approvals and sanctions as may be required from concerned statutory authorities, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 12,00,00,000/- (Rupees Twelve Crore Only) divided into 1,20,00,000 (One Crore Twenty Lakh) equity shares of Face Value of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) equity shares of Face Value of Rs. 10/- (Rupees Ten Only) each, ranking *pari-passu* in all respect with the existing equity Shares of the Company as per the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Act read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded to replace existing Clause V of the Memorandum of Association of the Company with the following New Clause V:

*V. The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) which consists of Equity share capital of 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- each.”*

**RESOLVED FURTHER THAT** any of the Directors and/ or Company Secretary of the Company be and is hereby authorized to do all such acts, deed and things, as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above, including but not limited to filing of necessary e-form, submission of documents, delegating powers to any person(s), as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard, to give effect to this resolution.”

Item No. 2:

**To create, offer, issue, and allot up to 30,38,648 (Thirty Lacs Thirty Eight Thousand Six Hundred Forty Eight Only) Equity Share of the Company of face value of INR 10/- (Rupees Ten Only) each at an issue price of INR 207.00/- (Rupees Two Hundred and Seven only) each [including a premium of INR 197.00/- (Rupees One Hundred and Ninety-Seven only) each] aggregating up to INR 62,90,00,136/- (Rupees Sixty Two Crore Ninety Lakhs One Hundred and Thirty Six only) to the Allottees belonging to the Promoters Group and Non-Promoters, for cash and for consideration other than cash (share swap) on private placement and preferential basis pursuant to provisions of section 23(1)(b), 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SEBI (LODR) Regulations, 2015 and other applicable laws:**

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

"RESOLVED THAT in accordance with the provisions of Section 23(1)(b), 42, 62 (1)(c) and any other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendments or statutory modification(s) thereto and/or enactment(s) or re-enactment thereof for the time being in force) ("the Act"), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the provisions of the Listing Agreement with National Stock Exchange Limited i.e., the Stock Exchange where the existing Equity Shares of the Company are listed on its SME Platform ("NSE/ Stock Exchange"), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended, ("ICDR Regulations"); the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended ("SEBI Takeover Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended ("Listing Regulations") (including any amendments or statutory modification(s) thereto and/or enactment(s) or re-enactment thereof for the time being in force) together with any other rules / regulations / guidelines, if any, as may be prescribed by the Securities and Exchange Board of India ("SEBI"), Government of India ("GOI"), Ministry of Corporate Affairs ("MCA"), Foreign Exchange Management Act, 1999 ("FEMA"), and/or any other appropriate or regulatory authority along with the rules and regulations framed thereunder, and also subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bankers as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), as may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot on a private placement and preferential basis, at an appropriate time, in one or more tranches **30,38,648 (Thirty Lacs Thirty Eight Thousand Six Hundred Forty Eight Only) Equity Share** of the Company of face value of INR 10/- (Rupees Ten Only) each at an issue price of INR 207.00/- (Rupees Two Hundred and Seven only) each [including a premium of INR 197.00/- (Rupees One Hundred and Ninety-Seven

**only) each]** or such other higher price as may be determined in accordance with the provisions of the applicable Act, Rules, Regulations and Directions, Articles of Association of the Company together with the applicable provisions of Chapter V of ICDR Regulations, **aggregating upto INR 62,90,00,136/- (Rupees Sixty Two Crore Ninety Lakhs One Hundred and Thirty Six only)** to the Proposed Allottees as mentioned herein below on a cash subscription basis and for consideration other than cash [i.e., share swap to be made towards the acquisition of 8,700 Equity shares representing 87.00% equity shareholding ("Sale Shares") of M/s. Sunlite Aluminium Private Limited ("SAPL")] on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws ("the Issue").

Sr. No.	Name of the Proposed Allottees	Category	Nature of Consideration (Cash/ other than Cash/ both)	Maximum Number of Equity Shares to be Issued (Upto)
1.	Manish Kumar Heda	Indian Individual, Promoter	Other than Cash (Share Swap)	10,50,724
2.	Akshaykumar Ramdayal Heda	Indian Individual, Promoter Group	Other than Cash (Share Swap)	5,25,362
3.	Reena Pankaj Heda	Indian Individual, Promoter Group	Other than Cash (Share Swap)	5,25,362
4.	Jyoti Prasad Taparia	Indian Individual, Non Promoter	Cash	1,93,800
5.	T Rathi Ventures LLP	Limited Liability Partnership, Non Promoter	Cash	2,70,600
6.	Vispute Hemant Ashok	Indian Individual, Non-Promoter	Cash	24,000
7.	Nandini Thirani	Indian Individual, Non-Promoter	Cash	24,000
8.	Pragya Sarda	Indian Individual Non-Promoter	Cash	24,000
9.	Vijit Global Securities Private Limited	Private Limited Company, Non-Promoter	Cash	48,600
10.	Ankita Dhaval Shah	Indian Individual, Non-Promoter	Cash	48,600
11.	Nehal Bhavesh Shah	Indian Individual, Non-Promoter	Cash	48,600
12.	Renu Kataria	Indian Individual, Non-Promoter	Cash	97,200
13.	Arpit Agrawal HUF	Hindu Undivided Family,	Cash	24,600
14.	Parag Rathi	Indian Individual Non-Promoter	Cash	24,600

15.	Kriti Bhatia	Indian Individual Non-Promoter	Cash	84,600
16.	Nirmal Aggarwal	Indian Individual Non-Promoter	Cash	12,000
17.	Dreamspace Interiors Private Limited	Private Limited Company, Non-Promoter	Cash	12,000
<b>Total</b>				<b>30,38,648/-</b>

**RESOLVED FURTHER THAT** the cash proceeds from the issue shall be utilized towards Purchase of 1,300 equity shares from the existing shareholders of Sunlite Aluminium Private Limited (SAPL) and for meeting the Working Capital requirement of the company and that the non-cash consideration be applied towards the acquisition of 8,700 equity shares from the existing shareholders of SAPL and pursuant to this acquisition of the shares of SAPL (from Cash + non-cash consideration), SAPL will become the Wholly Owned Subsidiary Company of the Sunlite Recycling Industries Ltd.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to allot **21,01,448 No. of New Equity Shares for consideration other than cash**, which shall act as discharge of consideration payable by the Company for the acquisition of Shares of SAPL (Sale Shares) from its existing shareholders in following manner.

Sr. No.	Name of Transferor (being existing shareholder of SAPL)	No. of Shares of SAPL to be transferred to the Company in form of Non Cash Consideration	Value of Shares of SAPL to be transferred to the Company in form of Non Cash Consideration (INR)	No of New Shares to be allotted to Transferor for consideration other than cash	Value of New Shares to be allotted to Transferor for consideration other than cash (INR)	Difference between value of Sale Shares and Value of New Equity issued (INR)
		[A]	[B] (A x 50,000)	[C]	[D] (C x 207)	[E] (B - D)
1	Manishkumar Heda	4,350	217,500,000	1,050,724	21,74,99,868	132
2	Akshaykumar Ramdayal Heda	2,175	1,08,750,000	5,25,362	10,87,49,934	66
3	Reena Pankaj Heda	2,175	1,08,750,000	5,25,362	10,87,49,934	66
	<b>Total</b>	<b>8,700</b>	<b>43,50,00,000</b>	<b>21,01,448</b>	<b>43,49,99,736</b>	<b>264</b>

**RESOLVED FURTHER THAT** the difference between value of Sale Shares and Value of New Equity issued [E] i.e., difference that arises between value of Sale Shares [B] and Value of New Equity issued and allotted [D] for consideration other than cash shall be paid by the Company in Cash to the respective transferor from Company's existing internal accruals.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to allot **9,37,200 No. of New Equity Shares for cash subscription basis**.

**RESOLVED FURTHER THAT** the offer, issue and allotment of the New Equity Shares of the Company shall be made at such time(s) or manner as the Board may in its absolute discretion think fit and appropriate.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the offer, issue and allotment of the New Equity Shares to the Proposed Allottees shall be on the following terms and conditions or such other terms and conditions as may be framed, decided, modified, altered, varied by the Board may think fit and appropriate in its absolute discretion:

- (a) In terms of the provisions of Chapter V of the ICDR Regulations, **the Relevant Date** for the purpose of calculation of the floor price for the Preferential Allotment of the New Equity Shares be and is hereby fixed as **Thursday, November 06, 2025**, being the date 30 (thirty) days prior to the date of this 01/2025-26 Extra Ordinary General Meeting i.e., Saturday, December 06, 2025.
- (b) The New Equity Shares shall be allotted in a manner that is in compliance with the minimum public shareholding and other applicable norms as prescribed for the Company under the Listing Regulations and the Securities Contracts (Regulation) Rules, 1957.
- (c) The New Equity Shares shall be issued to the proposed allottees within a period of fifteen (15) days from the date of passing of this resolution and allotted by the Company only in dematerialized form provided that where the issue and allotment of the New Equity Shares are pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals, if any.
- (d) The New Equity Shares issued and allotted by the Company shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects including dividend, with the then existing Equity Shares of the Company.
- (e) The New Equity Shares application price shall be equivalent to 100% of the issue price.
- (f) The New Equity Shares allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted there under.
- (g) The consideration price of the New Equity Shares, if paid in cash, shall be received from Allottee's bank account only and not from any other person.
- (h) The monies received by the Company from the Allottees for application of New Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account till the date of allotment of such New Equity Shares and filing of necessary returns in that regards with Ministry of Corporate Affairs ("MCA").
- (i) The New Equity Shares to be allotted for consideration other than cash (share swap) to the Proposed Allottees i.e. existing shareholder of SAPL, same be allotted only upon the receipt of Sale Shares (completion of formality of transfer of shares in the name of Company) from the Proposed Allottees;

- (j) The New Equity Shares allotted under this Issue shall be subject to a lock-in for such period as may be specified under applicable provisions of the ICDR Regulations or the Act.
- (k) The entire pre-preferential allotment shareholding of the proposed Allottees, if any, in the Company shall also be subject to lock-in for such period as may be specified under applicable provisions of the ICDR Regulations or the Act.
- (l) The Equity Shares to be allotted to the Allottees under this resolution shall be listed and traded on the SME Platform of the NSE (i.e., NSE Emerge) where the existing Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals and shall *inter-alia* be governed by the regulations and guidelines issued by SEBI or any other statutory authority and the Board be and is hereby authorised to make the necessary applications and to take all such steps as may be deemed necessary and appropriate for the listing and trading of the Equity Shares proposed to be allotted to the Allottees, for the admission of such Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of such Equity Shares allotted to the Allottees demat account.
- (m) If the Allottees fail to apply within the stipulated time to the full extent of their eligibility or is found not eligible for the Preferential Allotment, the Company shall allot the shares to the Allottees up to the extent of their applications received or eligibility.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable laws and pursuant to the provisions of the Act, the consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, issuance of a private placement cum preferential basis offer letter and application form in respect of the New Equity Shares to be subscribed by the Allottees, in such form and manner as prescribed under the applicable provisions of the Act and the Rules and Regulations thereunder;

**RESOLVED FURTHER THAT** the Members hereby take note of certificate from Mr. Murtuza Mandorwala, (Membership No.: F10745, COP:142.2584), Proprietor of M/s. Murtuza Mandorwala & Associates Practicing Company Secretaries, as required under Regulation 163(2) of the SEBI (ICDR) Regulations, 2018 certifying that the issue of is being made in accordance with the ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including to appoint external advisers, experts, legal advisers, managers, etc., to assist the Company, if required for the said Preferential Allotment and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents, and agreements as may be required.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept the terms, conditions, modifications, and stipulations as the GOI, SEBI or Stock Exchange or any other regulatory authority may stipulate while granting approval to the Company for the issue.

**RESOLVED FURTHER THAT** necessary corporate actions be taken or authorized to be taken in respect of New Equity Shares being allotted with National Securities Depositories Ltd. ("NSDL") and / or Central Depository Services (India) Limited ("CDSL") under the signature of any of the

Directors and / or Company Secretary and / or Chief Financial Officer, as may be necessary or required, for and on behalf of the Company in accordance with such other guidelines, rules and regulations as may be applicable with regard to such corporate actions.

**RESOLVED FURTHER THAT** the Board is hereby authorised to take necessary steps for listing of the Equity Shares upon being allotted pursuant to this resolution on Stock Exchange, in accordance with such other guidelines, rules and regulations as may be applicable with regards to such listing.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to give effect to this resolutions and to do all such acts, deeds and things necessary or incidental that it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, issue price, finalizing the terms of agreement(s) and other related document(s), if any, in this regard to the offer, issue and allot new equity shares, to resolve and settle any questions, difficulties or doubts that may arise in regard, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required 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.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated to this resolutions be and are hereby approved, ratified, and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be required to give effect to this resolution (including delegating all or any of its power to the sub-committee or any committee of the Board or to any one or more Director(s)/Company Secretary/ Chief Financial Officer/any Officer(s) of the Company)including but not limited to issue and allotment of the New Equity Shares, to issue any clarifications and resolve any doubts or questions that may arise, execute all such agreements, documents, deeds, writings and instruments as the Board may in its absolute discretion deem necessary or desirable to give effect to this resolution and to bind the Company and the Shareholders in relation to the same, effect any modification to the foregoing (including any modification to the terms of the issue) and to sign and file applications with the appropriate authorities for obtaining requisite approvals and liaise with such authorities to obtain the requisite approvals for undertaking such transactions.”

**By order of the Board of Directors  
For Sunlite Recycling Industries Ltd.**

Sd/-  
Nitin Kumar Heda  
DIN: 00383855  
Managing Director

Sd/-  
Prahladrai Ramdayal Heda  
DIN : 09696242  
Whole-time director & Chairman

Place: Dantali  
Date: November 13, 2025

## NOTES FOR SHAREHOLDERS FOR EOGM:

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), relating to the Special Businesses to be transacted at the EGM is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder is also annexed.
2. The Ministry of Corporate Affairs (“MCA”) vide its various circular in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and rules made thereunder” and the Securities Exchange Board of India (“SEBI”) vide various circular (hereinafter collectively referred to as “MCA and SEBI Circulars”), have permitted the holding of EGM through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the MCA and SEBI Circulars read with the applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), EGM of the Company is being held through VC/OAVM. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/ Guidance on applicability of Secretarial Standards, issued by ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this EGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to the Notice.
4. The Company has appointed Mr. Murtuza Mandorwala, (Membership No.: F10745, COP:14284), Proprietor of M/s. Murtuza Mandorwala & Associates Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting and e-voting process in a fair and transparent manner.
5. Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM on its behalf and to vote through remote e-voting at the EGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to [mma.office@yahoo.com](mailto:mma.office@yahoo.com) with copies marked to the Company at [info@sunliteindustries.com](mailto:info@sunliteindustries.com).
6. Members attending the meeting through VC / OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Act.
7. **The record date** for the purpose of determining the eligibility of the Members to attend and do voting for the 01/2025-26 EGM of the Company is **Saturday, November 29, 2025**.
8. In line with the various Ministry of Corporate Affairs (MCA) Circulars and SEBI Circulars, the Notice of EGM along with other documents is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note

that Notice has been uploaded on the website of the Company at [www.sunliteindustries.com](http://www.sunliteindustries.com). The Notice can also be accessed from the website of the Stock Exchange National Stock Exchange of India Limited ("NSE") at: <https://www.nseindia.com/> and CDSL at [www.evotingindia.com](http://www.evotingindia.com).

9. In case of joint holders attending the EGM together, only holder whose name appearing first will be entitled to vote.
10. Members who wish to inspect the Statutory Registers maintained under the Act and relevant documents referred to in this Notice of EGM and explanatory statement on the date of EGM in electronic mode can send an email to [info@sunliteindustries.com](mailto:info@sunliteindustries.com). The Company has been maintaining, *inter alia*, the statutory registers at its registered office. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
11. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical/ dematerialized form, as the case may be, in all correspondence with the Company/ Registrar and Share Transfer Agent.
12. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below;
  - (a) 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 [info@sunliteindustries.com](mailto:info@sunliteindustries.com)
  - (b) 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 [info@sunliteindustries.com](mailto:info@sunliteindustries.com)
  - (c) Alternatively, member may send an e-mail request to CDSL for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
  - (d) 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.
  - (e) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent ("RTA") by following the due procedure.
  - (f) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, BSPL to enable servicing of notices / documents / annual Reports

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electronically to their e-mail address.

13. The 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 RTA.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email 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., to their DPs in case the shares are held in electronic form and to BSPL in case the shares are held in physical form.
15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members can contact their DP in case the shares are held in electronic form and to BSPL in case the shares are held in physical form.
16. Members seeking any information or clarification on the accounts are requested to send written queries on info@sunliteindustries.com to the Company, atleast 10 days before the date of the Meeting to enable the management to keep the required information available at the Meeting.
17. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs /RTA of the Company.
18. Information relating to e-voting and other instructions are as under:
  - a. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. The Company has engaged the services of CDSL as the Agency to provide e-voting facility for voting through remote e- Voting, for participation in the EGM through VC/OAVM Facility and e-Voting during the EGM.
  - b. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the **cut-off date i.e. Saturday, November 29, 2025.**
  - c. **Remote e-voting will commence on Tuesday, December 02, 2025 at 09:00 A.M. (IST), and will end on Friday, December 05, 2025 at 05:00 P.M. (IST),** thereafter remote e-voting will be blocked by CSDL.
19. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members only on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors and Key Managerial Personnel, the

Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the meeting without restriction on account of first come first served basis.

## 20. PROCESS AND MANNER FOR MEMBERS OPTING FOR REMOTE VOTING THROUGH ELECTRONIC MEANS:

- i. Pursuant to the MCA circulars, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

Further, pursuant to the MCA circulars, the **facility to appoint proxy to attend and cast vote for the members is not available for this AGM**. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

Hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

- ii. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and various circulars issued by the MCA and SEBI, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the EGM. For this purpose, the Company has entered into an agreement with CDSL, as the Authorized e-voting agency, Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-off date i.e., Saturday, November 29, 2025**, shall be entitled to avail the facility of remote e-voting or e-voting on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iv. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e., Saturday, November 29, 2025, shall be entitled to exercise his/her vote either electronically i.e., remote e-voting or e-voting by following the procedure mentioned in this part.
- v. Members may cast their votes on electronic voting system from any place (remote e-voting). **Remote e-voting will commence on Tuesday, December 02, 2025 at 09:00 A.M. (IST), and will end on Friday, December 05, 2025 at 05:00 P.M. (IST)**. Members attending the EGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through voting that will be kept open during the EGM. Members who have voted through remote e-voting shall be eligible to attend the EGM, however, they shall not be eligible to vote again at the meeting.

- vi. Once the vote on a resolution is cast by the member, he/she/ it shall not be allowed to change it subsequently or cast the vote again.
- vii. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e., Saturday, November 29, 2025.
- viii. The Company has appointed M/s. Murtuza Mandorwala & Associates Practicing Company Secretaries, to act as the Scrutinizer for conducting the remote e-voting process as well as voting process at the EGM in fair and transparent matter.
- ix. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242.25 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242.25 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.

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

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
  - (i) The **Remote e-voting will commence on Tuesday, December 02, 2025 at 09:00 A.M. (IST), and will end on Friday, December 05, 2025 at 05:00 P.M. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) i.e., Saturday, November 29,**

2025, of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders holding securities in demat mode with NSDL Depository

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
- 4) For OTP based login you can click on <https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on

	login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name</b> or <b>e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are

eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant M/s. Sunlite Recycling Industries Limited which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@sunliteindustries.com](mailto:cs@sunliteindustries.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their

respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs@sunliteindustries.com](mailto:cs@sunliteindustries.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders - **Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Himanshu Khatri, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, 203/204,

Abhishree Avenue, 2nd floor, Near Nehru Nagar Circle, S.M.Road, Ambavadi, Ahmedabad - 380 015, Gujarat or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) / [himanshuk@cdslindia.com](mailto:himanshuk@cdslindia.com) or call toll free no. 1800 21 09911.

## GENERAL GUIDELINES FOR SHAREHOLDERS

Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to bring 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 and attend the General Meeting.

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 <https://ivote.bigshareonline.com> to reset the password.

## CONTACT DETAILS

Company	<b><u>SUNLITE RECYCLING INDUSTRIES LTD.</u></b> Registered office: Survey No. 270A & Plot No. 1, Survey No. 267, Chhatha Mile, Vill. Dantali, Ta.Vaso, Dist. Kheda-387350, Gujarat, India. Survey No. 270A & Plot No. 1, Survey No. 267, Chhatha Mile, Vill. Dantali, Ta.Vaso, Dist. Kheda-387350, Gujarat, India Tel No.: +91 9426009245 ; Email: <a href="mailto:cs@sunliteindustries.com">cs@sunliteindustries.com</a> ; Web: <a href="http://www.sunliteindustries.com">www.sunliteindustries.com</a>
Registrar and Transfer Agent	<b><u>Cameo Corporate Services Ltd</u></b> Subramanian Building, No. 1, Club House Road, Chennai, Tamil Nadu, 600002 Tel No.: 044 - 40020700 Website : <a href="http://www.cameoindia.com">www.cameoindia.com</a>
E-Voting Agency	<b><u>Central Depository Services Limited</u></b> Regd. Office: 203/204, Abhishree Avenue, 2nd floor, Near Nehru Nagar Circle, S.M.Road, Ambavadi, Ahmedabad - 380 015, Gujarat Tel No.: +91 9512524244 Email: <a href="mailto:himanshuk@cdslindia.com">himanshuk@cdslindia.com</a> Web: <a href="http://www.cdslindia.com">www.cdslindia.com</a>
Scrutinizer	<b><u>CS Murtuza Mandorwala,</u></b> Proprietor of M/s. Murtuza Mandorwala & Associates Practicing Company Secretaries B-503, Sivanta One- The Business Park, Pritamnagar Cross Road, Near V.S Hospital, Ellisbridge, Ahmedabad - 380006 Email: <a href="mailto:mma.office@yahoo.com">mma.office@yahoo.com</a> ; Tel No.: 079 35606563

## EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013 and Secretary Standard 2 on General Meetings)

### Item No. 1:

#### Increase in Authorized Share Capital and Alteration of Capital Clause of Memorandum of Association of the Company:

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares as and when required, the Board of Directors of the Company via resolution passed at their meeting held on November 13, 2025 have approved and recommended to shareholders of the Company for their approval, an increase in the Authorized Share Capital of the Company from Rs. 12,00,00,000/- (Rupees Twelve Crore Only) divided into 1,20,00,000 (One Crore Twenty Lakh) equity shares of Face Value of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) equity shares of Face Value of Rs. 10/- (Rupees Ten Only) equity shares of Face Value of Rs. 10/- (Rupees Ten Only) each, ranking *pari-passu* in all respect with the existing equity shares of the Company.

In terms of the provisions of Sections 13 and 61(1)(a) of the Companies Act, 2013 ("the Act"), approval of the shareholders of the Company is sought by way of an ordinary resolutions for increase in authorised share capital and consequential alteration to Capital Clause (Clause V) of the Memorandum of Association of the Company.

A draft copy of the modified Memorandum of Association is available for inspection by the Shareholders of the Company.

None of the Promoters, Directors and/or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item No. 1, except to the extent of their shareholding in the Company.

The Board recommends the **Ordinary resolution** as set out at item No.1 for approval by shareholders of the Company in terms of Section of 13, 61(1)(a) and other applicable provisions, if any of the Act.

### Item No. 2:

#### To create, offer, issue, and allot up to 30,38,648 Equity Share of the Company of face value of INR 10/- at an issue price of INR 207.00/- aggregating upto INR 62,90,00,136/- to the Allottees belonging to the Promoters Group and Non-Promoters, for cash and for consideration other than cash (share swap) on private placement and preferential basis

The Board of Directors of the Company at their meeting held on Thursday, November 13, 2025, subject to necessary approval(s), had approved and decided to seek approval of the members of the Company by way of a Special Resolution to create, offer, issue and allot, at an appropriate time, in one or more tranches, **upto 30,38,648 (Thirty Lacs Thirty Eight Thousand Six Hundred Forty Eight Only) Equity Share of the Company of face value of INR 10/- (Rupees Ten Only) each at an issue price of INR 207.00/- (Rupees Two Hundred and Seven only) each [including a premium of INR 197.00/- (Rupees**

**One Hundred and Ninety-Seven only) each] or at a higher price as may be determined at the later stage as per the applicable law aggregating upto INR 62,90,00,136/- (Rupees Sixty Two Crore Ninety Lakhs One Hundred and Thirty Six only) to the below mentioned Allottees belonging to the Promoters Group and Non-Promoters Allottees as listed below, on a private placement cum preferential basis for cash and for consideration other than cash (share swap) i.e., share swap to be made towards the acquisition of 8,700 Equity shares representing 87.00% equity shareholding ("Sale Shares") of M/s. Sunlite Aluminium Private Limited ("SAPL") on private placement and preferential basis pursuant to provisions of section 23(1)(b), 42, 62(1) (c) and other applicable provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SEBI (LODR) Regulations, 2015 and other applicable laws:**

Sr. No.	Name of the Proposed Allottees	Category	Nature of Consideration (Cash/ other than Cash/ both)	Maximum Number of Equity Shares to be Issued (Upto)
1.	Manish Kumar Heda	Indian Individual, Promoter	Other than Cash (Share Swap)	10,50,724
2.	Akshaykumar Ramdayal Heda	Indian Individual, Promoter Group	Other than Cash (Share Swap)	5,25,362
3.	Reena Pankaj Heda	Indian Individual, Promoter Group	Other than Cash (Share Swap)	5,25,362
4.	Jyoti Prasad Taparia	Indian Individual, Non Promoter	Cash	1,93,800
5.	T Rathi Ventures LLP	Limited Liability Partnership, Non Promoter	Cash	2,70,600
6.	Vispute Hemant Ashok	Indian Individual, Non-Promoter	Cash	24,000
7.	Nandini Thirani	Indian Individual, Non-Promoter	Cash	24,000
8.	Pragya Sarda	Indian Individual Non-Promoter	Cash	24,000
9.	Vijit Global Securities Private Limited	Private Limited Company, Non-Promoter	Cash	48,600
10.	Ankita Dhaval Shah	Indian Individual, Non-Promoter	Cash	48,600
11.	Nehal Bhavesh Shah	Indian Individual, Non-Promoter	Cash	48,600
12.	Renu Kataria	Indian Individual, Non-Promoter	Cash	97,200
13.	Arpit Agrawal HUF	Hindu Undivided Family,	Cash	24,600
14.	Parag Rathi	Indian Individual Non-Promoter	Cash	24,600

15.	Kriti Bhatia	Indian Individual Non-Promoter	Cash	84,600
16.	Nirmal Aggarwal	Indian Individual Non-Promoter	Cash	12,000
17.	Dreamspace Interiors Private Limited	Private Limited Company, Non-Promoter	Cash	12,000
<b>Total</b>				<b>30,38,648/-</b>

In the proposed Issue of 30,38,648 Number of Equity Shares of the Company ("New Equity Shares"), issued and allotment of 9,37,200 Number of New Equity Shares shall be made for cash subscription basis and issued and allotment of remaining 21,01,448 No. of New Equity Shares shall be made for consideration other than cash (being Sale Shares), details of which are as below:

Sr. No.	Name of Transferor (being existing shareholder of SAPL)	No. of Shares of SAPL to be transferred to the Company in form of Non Cash Consideration	Value of Shares of SAPL to be transferred to the Company in form of Non Cash Consideration (INR)	No of New Shares to be allotted to Transferor for consideration other than cash	Value of New Shares to be allotted to Transferor for consideration other than cash (INR)	Difference between value of Sale Shares and Value of New Equity issued (INR)
		[A]	[B] (A x 50,000)	[C]	[D] (C x 207)	[E] (B - D)
1	Manishkumar Heda	4,350	217,500,000	1,050,724	21,74,99,868	132
2	Akshaykumar Ramdayal Heda	2,175	1,08,750,000	5,25,362	10,87,49,934	66
3	Reena Pankaj Heda	2,175	1,08,750,000	5,25,362	10,87,49,934	66
	<b>Total</b>	<b>8,700</b>	<b>43,50,00,000</b>	<b>21,01,448</b>	<b>43,49,99,736</b>	<b>264</b>

The difference between value of Sale Shares and Value of New Equity issued [E] i.e., difference that arises between value of Sale Shares [B] and Value of New Equity issued and allotted [D] for consideration other than cash shall be paid by the Company in Cash to the respective transferor from Company's existing internal accruals.

Pursuant to the provisions of Section 23(1)(b), 42 and 62 (1)(c) of the Act and Regulation 160 of ICDR Regulations, 2018, any preferential allotment of Securities needs to be approved by the Shareholders by way of a Special Resolution.

The consent of the Shareholders is being sought by way of a Special Resolution to enable the Board to issue and allot Equity Shares of the Company, as may be permitted under applicable laws to the Proposed Allottees as mentioned in the resolution and this Explanatory Statement in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), as

amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws, including with respect to the pricing of the securities proposed to be issued.

The Proposed Allottees of the Equity Shares of the Company, had not sold or transferred any Equity Shares of the Company during the 90 trading days preceding the **Relevant Date i.e. Thursday, November 06, 2025**.

The following details of the proposed preferential issue of the Equity Shares of the Company are disclosed in accordance with the provisions of Act read with Companies (Share Capital and Debenture) Rules 2014 and Chapter V -"Preferential Issue" of the ICDR Regulations, as amended from time to time:

**(a) Particulars of the offer including the date of passing of the Board resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:**

The Board of Directors of the Company at their meeting held on Thursday, November 13, 2025 had approved and decided to seek approval of the members of the Company by way of a Special Resolution to create, offer, issue and allot, at an appropriate time, in one or more tranches, **30,38,648 (Thirty Lacs Thirty Eight Thousand Six Hundred Forty Eight Only) Equity Share of the Company of face value of INR 10/- (Rupees Ten Only) each at an issue price of INR 207.00/- (Rupees Two Hundred and Seven only) each [including a premium of INR 197.00/- (Rupees One Hundred and Ninety-Seven only) each]** or such other higher price as may be determined in accordance with the provisions of the applicable law **aggregating upto INR 62,90,00,136/- (Rupees Sixty Two Crore Ninety Lakhs One Hundred and Thirty Six only)**, to the Allottees belonging to the Promoters Group and Non-Promoters Allottees, for cash and for consideration other than cash on a private placement and preferential basis in accordance with the provisions of the applicable law.

The preferential issue of the Equity Shares of the Company is proposed to be made to the Allottees belonging to Promoter and Non-Promoter Group for cash and for consideration other than cash as detailed herein below. The Company had already obtained PAN of the all the proposed Allottees.

Sr. No.	Name of the Proposed Allottees	Category	Nature of Consideration (Cash/ other than Cash/ both)	Maximum Number of Equity Shares to be Issued (Upto)
1.	Manish Kumar Heda	Indian Individual, Promoter	Other than Cash (Share Swap)	10,50,724
2.	Akshaykumar Ramdayal Heda	Indian Individual, Promoter Group	Other than Cash (Share Swap)	5,25,362
3.	Reena Pankaj Heda	Indian Individual, Promoter Group	Other than Cash (Share Swap)	5,25,362
4.	Jyoti Prasad Taparia	Indian Individual, Non Promoter	Cash	1,93,800

5.	T Rathi Ventures LLP	Limited Liability Partnership, Non Promoter	Cash	2,70,600
6.	Vispute Hemant Ashok	Indian Individual, Non-Promoter	Cash	24,000
7.	Nandini Thirani	Indian Individual, Non-Promoter	Cash	24,000
8.	Pragya Sarada	Indian Individual Non-Promoter	Cash	24,000
9.	Vijit Global Securities Private Limited	Private Limited Company, Non-Promoter	Cash	48,600
10.	Ankita Dhaval Shah	Indian Individual, Non-Promoter	Cash	48,600
11.	Nehal Bhavesh Shah	Indian Individual, Non-Promoter	Cash	48,600
12.	Renu Kataria	Indian Individual, Non-Promoter	Cash	97,200
13.	Arpit Agrawal HUF	Hindu Undivided Family, Non-Promoter	Cash	24,600
14.	Parag Rathi	Indian Individual Non-Promoter	Cash	24,600
15.	Kriti Bhatia	Indian Individual Non-Promoter	Cash	84,600
16.	Nirmal Aggarwal	Indian Individual Non-Promoter	Cash	12,000
17.	Dreamspace Interiors Private Limited	Private Limited Company, Non-Promoter	Cash	12,000
<b>Total</b>				<b>30,38,648/-</b>

In terms of Regulation 169(1) of the ICDR Regulations, full consideration of specified securities shall be paid by the allottees at the time of allotment of such specified securities except in case of shares issued for consideration other than cash.

Accordingly, the subscription/ application price in this issue is 100% of Issue price (i.e., INR. 207/-) for New Equity Shares issued for cash. Further, in case of shares issued for consideration other than cash, the entire value of Sale Shares shall be set off against value of New Equity Shares issued for consideration other than cash and the Difference in both the Values shall be paid by the Company to Transferors/ Allottees of New Equity Shares issued for consideration other than cash in manner disclosed in the Resolution.

(b) The objects of the preferential issue:

Our Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") of the Equity Shares of the Company towards the following objects:

i. **Acquisition of 10,000 Equity shares representing 100.00% equity shareholding ("Sale Shares") of M/s. Sunlite Aluminium Private Limited ("SAPL"):**

The Board of Directors the Company at their Meeting held on November 13, 2014 have, inter-alia, decided to acquire 100% of Equity Shareholding of SAPL. Pursuant the proposed acquisition, SAPL shall become Wholly Owned Subsidiary of the Company. SAPL is a leading manufacturer of aluminum wire rods. The Company has agreed to discharge Purchase Consideration payable for the acquisition of the SAPL for cash and for consideration other than cash in following manner: -

A. **Acquisition of SAPL Equity Shares for consideration other than cash (Share Swap):**

The Current Shareholding of SAPL consists of 10,000 Equity Shares and amongst the same, 8,700 Equity Shares ("Sale Shares") shall be acquired by the Company for consideration other than cash i.e by the way of issued and allotment of remaining 21,01,448 No. of New Equity Shares shall be made for consideration other than cash (being Sale Shares), details of which are as below

Sr. No.	Name of Transferor (being existing shareholder of SAPL)	No. of Shares of SAPL to be transferred to the Company in form of Non Cash Consideration	Value of Shares of SAPL to be transferred to the Company in form of Non Cash Consideration (INR)	No of New Shares to be allotted to Transferor for consideration other than cash	Value of New Shares to be allotted to Transferor for consideration other than cash (INR)	Difference between value of Sale Shares and Value of New Equity issued (INR)
		[A]	[B] (A x 50,000)	[C]	[D] (C x 207)	[E] (B - D)
1	Manishkumar Heda	4,350	217,500,000	1,050,724	21,74,99,868	132
2	Akshaykumar Ramdayal Heda	2,175	1,08,750,000	5,25,362	10,87,49,934	66
3	Reena Pankaj Heda	2,175	1,08,750,000	5,25,362	10,87,49,934	66
	<b>Total</b>	<b>8,700</b>	<b>43,50,00,000</b>	<b>21,01,448</b>	<b>43,49,99,736</b>	<b>264</b>

The difference between value of Sale Shares and Value of New Equity issued [E] i.e., difference that arises between value of Sale Shares [B] and Value of New Equity issued and allotted [D] for consideration other than cash shall be paid by the Company in Cash to the respective transferor from Company's existing internal accruals.

## B. Acquisition of SAPL Equity Shares for Cash:

The Current Shareholding of SAPL consists of 10,000 Equity Shares and amongst the same, 1,300 Equity Shares shall be acquired by the Company for Cash basis. The Value which Company has Agreed to pay against each Share of SAPL is Rs. 50,000/- for each share. Accordingly, Rs. 6,50,00,000/- from the total cash Issue proceeds (i.e., 33.51% of the cash Issue Proceeds) shall be utilized by the Company for Discharge of Cash considerations towards acquisition of 1,300 Equity Shares of SAPL, and payment to Shareholder of SAPL would be as follows:

No	Name	No of Shares Held	Amount of Consideration
1	Manishkumar Heda	650	3,25,00,000
2	Akshaykumar Ramdayal Heda	325	1,62,50,000
3	Reena Pankaj Heda	325	1,62,50,000
	<b>Total</b>	<b>1,300</b>	<b>6,50,00,000</b>

- ii. working capital - the Balance of issue proceeds of INR. 12,90,00,400 /- (i.e., 66.49% of the Issue Proceeds) will be utilized for working capital for ensuring that the company is left with sufficient balance to overcome its Short-term and Long-term working capital needs.

The Summary of above stated Objects (Collectively, referred to herein as the "Objects") is as below:

Sr. No.	Object	Amount (INR)	% of the Issue Proceeds
i.	<b>Acquisition of SAPL Equity Shares</b>		
	A) for consideration other than cash (Share Swap) for acquisition of 8700 Equity Shares as mentioned above	43,49,99,736/-	-----
	B) for consideration in cash, for acquisition of 1300 Equity Shares as mentioned above	6,50,000,00/-	33.51
ii.	Working Capital	12,90,00,400 /-	66.49
	<b>Total</b>	<b>62,90,00,136/-</b>	<b>100.00</b>

### Objects and Effects of the Acquisition of SAPL:

#### 1. Consolidation Within the Listed Entity:

The acquisition will enable the Company to exercise full control over Sunlite Aluminium Private Limited and make it a wholly-owned subsidiary. This will bring all related business activities under the listed entity, ensuring unified operations, improved governance, and better strategic alignment.

#### 2. Enhanced Synergies and Operational Efficiencies:

Integrating Sunlite Aluminium Private Limited with the Company will create synergy benefits in procurement, operations, logistics, manpower utilization, and financial management, leading to

improved overall efficiency.

**3. Business Scale and Growth Potential:**

The aluminium business of Sunlite Aluminium Private Limited achieved a topline of ₹139.62 crores in FY 2024-25 and is expected to grow further in the near future, thereby strengthening the Company's consolidated business performance.

**4. Tax Advantage under Section 115BAB:**

Sunlite Aluminium Private Limited qualifies for the concessional income tax regime under Section 115BAB, where the applicable corporate tax rate is 15%, providing a significant tax benefit to the consolidated entity.

**5. Eligibility for State Incentives - Interest Subsidy:**

Under the *Aatmanirbhar Gujarat Schemes for Assistance to Industries*, Sunlite Aluminium Private Limited is eligible for an interest subsidy of 7% on term loans, subject to a maximum of ₹35 lakhs per annum for 7 years, thereby reducing overall financing costs.

**6. Eligibility for State Incentives - Net SGST Reimbursement:**

Sunlite Aluminium Private Limited, being an MSME, is also eligible for reimbursement of 100% of net SGST for 10 years, capped at 7.5% of eligible fixed capital investment per annum, providing substantial indirect tax benefits.

***Benefit to Sunlite Recycling Limited:***

*With Sunlite Aluminium Private Limited becoming a wholly-owned subsidiary, all future expansions undertaken in Sunlite Aluminium Private Limited will directly benefit Sunlite Recycling Limited and strengthen the overall operational and financial position of the listed entity*

The Main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

**Utilization of Issue Proceeds and proposed schedule of implementation and deployment of Issue Proceeds:**

We propose to deploy the Issue Proceeds towards the Objects in accordance with the proposed schedule of implementation and deployment of funds as set forth below:

Sr. No.	Objectives of the proposed issue	Total estimated amount to be utilized for each of the Objects (In Actual)#	Tentative timelines for utilization of net proceeds from the date of receipt of funds

1.	Acquisition of SAPL Equity Shares for consideration other than cash (Share Swap)	43,49,99,736/-	within a period of 15 (fifteen) days from the later of: -  i. Date of the approval of special resolution for preferential issue of equity shares; or ii. Receipt of date of the in-principal approval/ permission required for allotment under the preferential issue from the stock exchanges for issuance of the equity shares to the proposed allottees.
2.	Acquisition of SAPL Equity Shares for Cash	6,50,00,000	within a period of 30 (Thirty) days from the later of: -  i. Date of the approval of special resolution for preferential issue of equity shares; or ii. Receipt of date of the in-principal approval/ permission required for allotment under the preferential issue from the stock exchanges for issuance of the equity shares to the proposed allottees.
3.	Working Capital	12,90,00,400 /-	31st March 2027
Total		62,90,00,136/-	

# Considering 100% subscription of Equity Shares.

The entire Issue Proceeds would be utilized for the Objects as mentioned in above table on or before the tentative timeline as mentioned in above table.

In terms of the NSE Circular No. NSE/CML/2022/56, dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10%. depending upon the future circumstances, given that the Objects are based on the Management estimates and other commercial and technical factors

Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral condition's, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board subject to compliance with applicable laws

## Interim Use of Issue Proceeds

Pending utilization of part of entire Issue Proceeds, the Company may *inter-alia* subject to approval from the Board of Directors and also in accordance with the applicable regulations and laws, during such interim period, permitted to utilize such Issue Proceeds in total or parts for making investments in bank fixed deposit receipts, deposits in scheduled commercial banks, securities issued by government of India/State Governments/Quasi bodies or any other investments as permitted under applicable laws on a short term basis or deployments as may be deemed fit in the interest of the Company during such interim period.

### (c) Relevant Date for issuance of Equity Shares:

The "Relevant Date" in terms of the ICDR Regulations 2018 for determination of minimum floor price is **Thursday, November 06, 2025**, which is the date 30 days prior to the date of passing of special resolution by the Shareholders at the ensuing 01/2025-26 Extra Ordinary General Meeting i.e. Saturday, December 06, 2025 for approving the preferential issue on private placement basis.

### (d) Amount which the Company intends to raise by way of such securities.

The company intends to raise an amount aggregating upto INR 62,90,00,136 /- (Rupees Sixty Two Crore Ninety Lakhs One Hundred and Thirty Six only).

### (e) Basis on which the price has been arrived at and justification for the price (including premium), if any:

Pursuant to provisions of the ICDR Regulations 2018, **issue price** of each Equity Shares of the Company is fixed at **INR 207.00/- (Rupees Two Hundred and Seven only) per Share**, which price is not less than the minimum price at which the Equity Shares are permitted to be issued as per ICDR Regulations.

In terms of the provisions of Section 62(7)(c) of the Act read with rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the price/ consideration for the shares/ securities proposed to be issued on preferential basis, by way of private placement shall be determined by the valuation report of a registered valuer.

However second proviso of rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, provides that the price of shares/ securities to be issued on a preferential basis by a listed company shall not be required to be determined by the valuation report of a registered valuer.

In case of listed entities, allotment of securities by way of preferential issue can be made, at a price not less than the price as calculated in accordance with the provisions of Regulation 164 of SEBI ICDR Regulations.

The Equity Shares of Company are listed on SME Platform (Emerge) of National Stock Exchange of India Limited ("NSE"), recognised stock exchange for a period of more than 90 trading days as on the relevant date i.e. Thursday, November 06, 2025 **and are frequently traded on the Stock Exchange in accordance with ICDR Regulations**. Further, method of determination of price as per the Articles of

Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

As stated above the Price of the Equity Shares of the Company to be allotted to Proposed Allottees shall not be less than the price determined in accordance with the ICDR Regulations. Currently, ICDR Regulations, provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

a) *In case of "frequently traded shares (Regulation 164(1) of the ICDR Regulations):*

In terms of the applicable provisions of ICDR Regulations, the price at which the Equity Shares of the Company shall be allotted shall not be less than higher of the following:

- The 90 trading days volume weighted average price of the related Equity Shares quoted on the recognised stock exchange preceding the relevant date i.e. Thursday, November 06, 2025;
- The 10 trading day's volume weighted average prices of the related Equity Shares quoted on a recognised stock exchange preceding the relevant date i.e. Thursday, November 06, 2025.

Further, if the Articles of Association of the Company provides for a method of determination which results in a floor price higher than that determined under above regulations, then the same shall be considered as the floor price for Equity Shares to be allotted pursuant to the preferential issue.

b) *Regulation 166 A (1) of the ICDR Regulations:*

Further, in case any preferential issue, which result in a change in control or allotment of more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

Further that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Since, in the proposed Preferential issue of Shares, the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Allottees and the Allottees acting in concert, the provisions of Regulation 166 A (1) of the ICDR Regulations shall be applicable to current preferential issue of the Company and accordingly the pricing of the Equity Shares to be allotted shall be the higher of the following parameters:

(a) *Price determined as per provisions of the Regulation 164(1) of the ICDR Regulations (in case of frequently traded shares):*

The minimum price as per the pricing formula prescribed under Regulation 164(1) of the ICDR Regulations for the Preferential Issue of Shares is INR 206.51/- (Rupees Two Hundred Six and Fifty One

Paisa) being the higher of the following:

(a)

- (i) INR 181.97/- (Rupees One Hundred Eighty One and Ninety Seven Paisa only) as the 90 trading days volume weighted average price of the related Equity Shares quoted on the recognised stock exchange preceding the relevant date;
- (ii) INR 206.51/- (Rupees Two Hundred Six and Fifty One Paisa) as the 10 trading day's volume weighted average prices of the related Equity Shares quoted on a recognised stock exchange preceding the relevant date.

OR

- (b) INR 159.65/- (Rupees One Hundred Fifty Nine and Sixty Five Paisa only) being the price calculated and determined under the Valuation Report dated 12<sup>th</sup> November, 2025 from Mr. Mohit Jayeshbhai Solanki, IBBI Registered Valuer Entity - Securities and Financial Assets being an Independent Registered Valuer Entity (IBBI Registration No. IBBI/RV-E/06/2022/14822) after taking into account the multiple valuation parameters.

The direct access link to the Valuation Report obtained from the Registered Valuer dated 12<sup>th</sup> November, 2025 is as <https://www.sunliteindustries.com/wp-content/uploads/2025/11/Valuation-Report-Recycling.pdf>

OR

- (c) The price determined in accordance with the provisions of the Articles of Association of the Company. Since the Articles of Association of the Company does not mention the formula or calculation of price to be determined for this purpose, this is not applicable to the Company.

**Accordingly, the issue price of the Equity Shares to be allotted on preferential basis is fixed at INR 207.00/- (Rupees Two Hundred and Seven only) each** which includes a premium of INR 197/- (Rupees One Hundred and Ninety-Seven only) per Share, being the price higher than the price calculated as per above points (a), (b) or (c) which is not less than the price determined in accordance with applicable provisions of ICDR Regulations.

- (e) **Amount which the Company intends to raise by way of such securities:**

The Company intends to raise up to a **maximum of upto INR 62,90,00,136/- (Rupees Sixty Two Crore Ninety Lakhs One Hundred and Thirty Six only)** by issue of **upto 30,38,648 (Thirty Lacs Thirty Eight Thousand Six Hundred Forty Eight Only) Equity Share** of the Company of face value of INR 10/- (Rupees Ten Only) each **at an issue price of INR 207.00/- (Rupees Two Hundred and Seven only) each** [including a premium of INR 197.00/- (Rupees One Hundred and Ninety-Seven only) each] to the Promoters Group Allottees and Non-Promoters Allottees on a private placement and preferential basis in accordance with the provisions of the applicable Act, Rules, Regulations and Directions, other applicable laws and Articles of Association of the Company.

**(f) Intent of the Promoters, Directors and Key Managerial Personnel or Senior Management of the Company to subscribe to the proposed preferential offer:**

The following Promoters intent to participate and subscribe to the preferential offer:

Sr. No.	Name of the Proposed Allottees	Category	Nature of Consideration (Cash/ other than Cash/ both)	Maximum Number of Equity Shares to be Issued (Upto)
1.	Manish Kumar Heda	Indian Individual, Promoter	Other than Cash (Share Swap)	10,50,724
2.	Akshaykumar Ramdayal Heda	Indian Individual, Promoter Group	Other than Cash (Share Swap)	5,25,362
3.	Reena Pankaj Heda	Indian Individual, Promoter Group	Other than Cash (Share Swap)	5,25,362
<b>Total</b>				<b>21,01,448/-</b>

Except for the above, none of the directors or promoters, members of the promoter group, directors or key managerial personnel of the Company intend to subscribe to the preferential issue.

**(g) Proposed time frame within which the Preferential Allotment shall be completed:**

As required under the ICDR Regulations, the Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that in case the allotment of the proposed Shares is pending on account receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions. The Equity Shares shall be issued and allotted by the Company in only in dematerialized form.

**(h) Identity of Proposed Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control:**

Except T Rathi Ventures LLP, Vijit Global Securities Private Limited, Arpit Agrawal HUF and Dreamspace Interiors Private Limited all the Proposed Allottees are Individuals and requirement of Ultimate Beneficial Owners are not applicable to those Individual Allottees. All the proposed Individual Allottees are the self-beneficial owners/persons controlling being the natural persons.

The details of Ultimate Beneficial Owners is mentioned herein below:

Sr. No.	Identity of the Allottees	Category	The natural persons who are the ultimate beneficial owners/ ultimately controlling the proposed allottees ("UBO")

1.	T Rathi Ventures LLP	Limited Liability Partnership,	Mr. Rahul Ramkumar Rathi is the ultimate beneficial owners
2.	Vijit Global Securities Private Limited	Private Limited Company, Non-Promoter	Mr. Vijit Vijay Ramavat is the ultimate beneficial owners
3.	Arpit Agrawal HUF	Hindu Undivided Family, Non-Promoter	Mr. Arpit Agrawal Karta of HUF is the ultimate beneficial owners
4.	Dreamspace Interiors Private Limited	Private Limited Company, Non-Promoter	Mr. Manish Sethi and Mrs. Swati Manish Sethi is the ultimate beneficial owners

(i) **The Shareholding Pattern of the Company before and after the preferential issue:**

The Shareholding Pattern of the Company before and after the allotment of Share is as below .

Sr. No.	Category	Pre - Issue Shareholding as on 07th November, 2025		Equity Shares to be allotted	Post - Issue Shareholding	
		No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)
<b>I</b>	<b>Promoters Holdings</b>					
<b>a.</b>	<b>Indian</b>					
(i)	Individual/Hindu Undivided Family	81,36,800	74.79	21,01,448.00	1,02,38,248	73.56

(ii)	Bodies Corporate	-	-	-	-	-
	<b>Sub - Total</b>	81,36,800	74.79	-	81,36,800	58.46
<b>b.</b>	<b>Foreign Promoters</b>				-	
	<b>Sub - Total (A)</b>	81,36,800	74.79	-	81,36,800	58.46
<b>II</b>	<b>Non-Promoters holding</b>				-	
1	Institutional Investors	1,05,600	0.97	-	1,05,600	0.76
2	Non-Institutional Investor				-	-
(i)	Individuals	19,75,200	18.15	5,81,400	25,56,600	18.37
(ii)	Body Corporates	2,53,200	2.33	60,600	3,13,800	2.25
(ii)	Any Other					
	Non-Resident Individuals	23,400	0.22	-	23,400	0.17
	Hindu Undivided Family	2,36,400	2.17	24,600	2,61,000	1.88
	LLP	1,49,400	1.37	2,70,600	4,20,000	3.02
	<b>Sub Total (B)</b>	27,43,200	25.21	30,38,648	57,81,848	41.54
	<b>Grand Total</b>	1,08,80,000	100.00	30,38,648	1,39,18,648	100.00

**Notes:**

1. The above shareholding pattern has been calculated assuming full subscription of Equity Share be issued to the proposed Allottees.
2. The pre and post issue shareholding has been calculated, based on the shareholding of the Company as on Friday, November 07, 2025.
3. The post issue shareholding details mentioned hereinabove are calculated only on the basis of allotment and Equity Share to be issued on preferential basis to the above mentioned allottees. However, if any Shares are not issued or allotted, the figures will change accordingly.
4. The existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management/ control of the Company as a result of the proposed allotment

of Equity shares.

**(j) Basis on which price has been arrived at along with report of the registered valuer:**

The price of each Shares is fixed at INR 207.00/- (Rupees Two Hundred and Seven only) per Share as determined in terms of ICDR Regulations on the basis of the Relevant Date i.e., Thursday, November 06, 2025.

The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter V of the ICDR Regulations, 2018 as amended till date.

The Company has taken Valuation Report dated 12<sup>th</sup> November, 2025 from Mr. Mohit Jayeshbhai Solanki, IBBI Registered Valuer Entity - Securities and Financial Assets being an Independent Registered Valuer Entity (IBBI Registration No. IBBI/RV-E/06/2022/14822) and the copy of the same has been hosted on the website of the Company which can be accessed by [click here](#) and will also be made available for inspection before the shareholders of the Company at the 01/2025-26 Extra Ordinary General Meeting to be held on Saturday, 06<sup>th</sup> December, 2025 and also open for inspection by the members at the registered office of the Company between 11:00 AM to 5:00 P.M. between Monday to Friday of every week upto the date of Extra Ordinary General Meeting.

The direct access link to the Valuation Report obtained from the Registered Valuer dated 12<sup>th</sup> November, 2025 is as <https://www.sunliteindustries.com/wp-content/uploads/2025/11/Valuation-Report-Recycling.pdf>

Further, the Company undertakes to re-compute the price of the Shares, if at all required, in terms of the provisions of these regulations where it is required to do so. If the amount payable on account of the re-computation, if required, of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

**(k) The class or classes of persons to whom the allotment is proposed to be made:**

The preferential issue of Shares is proposed to be made to the Promoters Group Allottees and Non-Promoter Allottees as detailed herein below. The Company had already obtained PAN of all the proposed Allottees.

Sr. No.	Name of the Proposed Allottees	Category	Nature of Consideration (Cash/ other than Cash/ both)	Maximum Number of Equity Shares to be Issued (Upto)
1.	Manish Kumar Heda	Indian Individual, Promoter	Other than Cash (Share Swap)	10,50,724
2.	Akshaykumar Ramdayal Heda	Indian Individual, Promoter Group	Other than Cash (Share Swap)	5,25,362
3.	Reena Pankaj Heda	Indian Individual, Promoter Group	Other than Cash (Share Swap)	5,25,362

4.	Jyoti Prasad Taparia	Indian Individual, Non Promoter	Cash	1,93,800
5.	T Rathi Ventures LLP	Limited Liability Partnership, Non Promoter	Cash	2,70,600
6.	Vispute Hemant Ashok	Indian Individual, Non-Promoter	Cash	24,000
7.	Nandini Thirani	Indian Individual, Non-Promoter	Cash	24,000
8.	Pragya Sarda	Indian Individual Non-Promoter	Cash	24,000
9.	Vijit Global Securities Private Limited	Private Limited Company, Non-Promoter	Cash	48,600
10.	Ankita Dhaval Shah	Indian Individual, Non-Promoter	Cash	48,600
11.	Nehal Bhavesh Shah	Indian Individual, Non-Promoter	Cash	48,600
12.	Renu Kataria	Indian Individual, Non-Promoter	Cash	97,200
13.	Arpit Agrawal HUF	Hindu Undivided Family,	Cash	24,600
14.	Parag Rathi	Indian Individual Non-Promoter	Cash	24,600
15.	Kriti Bhatia	Indian Individual Non-Promoter	Cash	84,600
16.	Nirmal Aggarwal	Indian Individual Non-Promoter	Cash	12,000
17.	Dreamspace Interiors Private Limited	Private Limited Company, Non-Promoter	Cash	12,000
<b>Total</b>				<b>30,38,648/-</b>

- (i) The percentage (%) of Post Preferential Issue Capital that may be held by Allottees (Assuming full Subscription) and Change in Control, if any, consequent to the Preferential Issue:

Sr. No.	Identity of the Allottees	Category	% of Pre-Preferential Issue Capital		% of Post-Preferential Issue Capital	
			No. of Equity Shares	% of Holding	No. of Equity Shares	% of Holding

1	Manish Kumar Heda	Indian Individual, Promoter	61200.00	0.56	1111924.00	7.99
2	Akshaykumar Ramdayal Heda	Indian Individual, Promoter Group	75600.00	0.69	600962.00	4.32
3	Reena Pankaj Heda	Indian Individual, Promoter Group	0.00	0.00	525362.00	3.77
4	Jyoti Prasad Taparia	Indian Individual, Non Promoter	0.00	0.00	193800.00	1.39
5	T Rathi Ventures LLP	Limited Liability Partnership,	0.00	0.00	270600.00	1.94
6	Vispute Hemant Ashok	Indian Individual, Non-Promoter	0.00	0.00	24000.00	0.17
7	Nandini Thirani	Indian Individual, Non-Promoter	0.00	0.00	24000.00	0.17
8	Pragya Sarda	Indian Individual Non-Promoter	0.00	0.00	24000.00	0.17
9	Vijit Global Securities Private Limited	Private Limited Company, Non-	32400.00	0.30	81000.00	0.58
10	Ankita Dhaval Shah	Indian Individual, Non-Promoter	0.00	0.00	48600.00	0.35
11	Nehal Bhavesh Shah	Indian Individual, Non-Promoter	0.00	0.00	48600.00	0.35
12	Renu Kataria	Indian Individual, Non-Promoter	0.00	0.00	97200.00	0.70
13	Arpit Agrawal HUF	Hindu Undivided Family,	0.00	0.00	24600.00	0.18
14	Parag Rathi	Indian Individual Non-Promoter	0.00	0.00	24600.00	0.18
15	Kriti Bhatia	Indian Individual Non-Promoter	0.00	0.00	84600.00	0.61
16	Nirmal Aggarwal	Indian Individual Non-Promoter	2400.00	0.02	14400.00	0.10
17	Dreamspace Interiors Private Limited	Private Limited Company, Non-Promoter	0.00	0.00	12000.00	0.09

(m) The current and proposed status of the allottee(s) post the preferential issues namely, non-promoter:

S. No.	Name of the Proposed Allottees	Current Status (Promoter/Non-Promoter)	Proposed Status (Promoter/Non-Promoter)
1.	Manish Kumar Heda	Indian Individual, Promoter	Indian Individual, Promoter
2.	Akshaykumar Ramdayal Heda	Indian Individual, Promoter Group	Indian Individual, Promoter Group
3.	Reena Pankaj Heda	Indian Individual, Promoter Group	Indian Individual, Promoter Group
4.	Jyoti Prasad Taparia	Indian Individual, Non Promoter	Indian Individual, Non Promoter
5.	T Rathi Ventures LLP	Limited Liability Partnership, Non Promoter	Limited Liability Partnership, Non Promoter
6.	Vispute Hemant Ashok	Indian Individual, Non-Promoter	Indian Individual, Non-Promoter
7.	Nandini Thirani	Indian Individual, Non-Promoter	Indian Individual, Non-Promoter
8.	Pragya Sarda	Indian Individual Non-Promoter	Indian Individual Non-Promoter
9.	Vijit Global Securities Private Limited	Private Limited Company, Non-Promoter	Private Limited Company, Non-Promoter
10	Ankita Dhaval Shah	Indian Individual, Non-Promoter	Indian Individual, Non-Promoter
11	Nehal Bhavesh Shah	Indian Individual, Non-Promoter	Indian Individual, Non-Promoter
12	Renu Kataria	Indian Individual, Non-Promoter	Indian Individual, Non-Promoter
13	Arpit Agrawal HUF	Hindu Undivided Family, Non-Promoter	Hindu Undivided Family, Non-Promoter
14	Parag Rathi	Indian Individual Non-Promoter	Indian Individual Non-Promoter

15	Kriti Bhatia	Indian Individual Non-Promoter	Indian Individual Non-Promoter
16	Nirmal Aggarwal	Indian Individual Non-Promoter	Indian Individual Non-Promoter
17	Dreamspace Interiors Private Limited	Private Limited Company, Non-Promoter	Private Limited Company, Non-Promoter

**(n) Change in control, if any in the issuer consequent to the preferential issue:**

There will be no change in control of the Company upon the allotment of the Equity Shares of the Company. However, voting rights exercised by the existing shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the allotment of the New Equity Shares of the Company.

**(o) Undertaking that if the amount payable on account of the re-computation of price is not paid:**

Since the Company's Equity Shares are listed and traded for a period more than 90 trading days, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the ICDR Regulations.

Further, since the Company is not required to recompute the price in terms of ICDR Regulations and hence accordingly the below mentioned requirement is not applicable to the Company:

If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

**(p) Lock-in period:**

The Equity Shares to be allotted and entire pre-preferential allotment shareholding of the Allottees will be subject to applicable lock-in and transfer restrictions for the period stipulated under the ICDR Regulations.

**(q) Principal terms of assets charged as securities:**

Not Applicable.

**(r) Material terms of raising such securities:**

All material terms have been set out above.

**(s) Listing:**

The Company will make an application to the Stock Exchange at which the existing equity shares are listed i.e., at NSE, for listing of the Equity Shares to be issued and allotted on preferential basis. Such Equity Shares will rank *pari-passu* with the existing Equity Shares.

**(t) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

The Company proposes to discharge the non-cash consideration payable for the acquisition of 87% of Equity Shares of SAPL from its Existing Shareholders by issuing 21,01,448 New Equity Shares of the Company for consideration other than cash. As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation is required to be undertaken by an independent registered valuer where securities are issued on a preferential basis for consideration other than cash.

The Valuation of Equity Shares has been done by Mr. Mohit Jayeshbhai Solanki, IBBI Registered Valuer Entity - Securities and Financial Assets being an Independent Registered Valuer Entity (IBBI Registration No. IBBI/RV-E/06/2022/14822).

Based on the valuation report dated 12<sup>th</sup> November, 2025 obtained from the Independent Registered Valuer, the Board of Directors of the Company has approved and passed a resolution for the issuance of 21,01,448 New Equity Shares of the Company at a price of Rs. 207.00 per share for acquiring 87% Equity Shares of SAPL, which forms part of promoter & promoter group shareholder of the Company, in exchange for 8,700 Equity Shares held by them in SAPL.

**(u) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company has not made any other issue or allotment of securities on preferential basis during the financial year 2023-24 and 2024-25 and during the period from 01<sup>st</sup> April, 2025 till the date of this notice.

**(v) Practicing Company Secretary Certificate:**

The Company has obtained a certificate dated 13<sup>th</sup> November, 2025 from CS Murtuza Mandorwala, Proprietor of Murtuza Mandorwala & Associates, Company Secretaries, Ahmedabad (Membership No: F10745 & CP No: 142.2584) certifying that the present proposed preferential allotment is being made in accordance with the requirements contained in ICDR Regulations, 2018 as amended from time to time and the copy of the same has been hosted on the website of the Company which can be accessed by [click here](#) and will be placed and made available for inspection before the shareholders of the Company at Extra Ordinary General Meeting to be held on Saturday, December 06, 2025 and also open for inspection by the members at the registered office of the Company between 11:00 AM to 5:00 P.M. between Monday to Friday of every week upto the date of Extra Ordinary General Meeting.

Further, the direct access link for the Certificate of Practicing Company Secretary dated 13<sup>th</sup> November, 2025 is <https://www.sunliteindustries.com/wp-content/uploads/2025/11/PCSCERTIFICATE.pdf>

**(w) Monitoring of Utilization of Funds:**

As the issue size is less than INR 100 Crore (Rupees One Hundred Crore Only), the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the ICDR

Regulations.

**(x) Pending preferential issue:**

Presently there has been no preferential issue pending or in process except as proposed in this Notice.

**(y) Payment of Consideration:**

In terms of Regulation 169(1) of the ICDR Regulations, full consideration of specified securities, shall be paid by the allottees at the time of allotment of such specified securities except in case of shares issued for consideration other than cash.

Accordingly, the subscription/ application price in this issue is 100% of Issue price (i.e., INR. 207/-) for New Equity Shares issued for cash. Further, in case of shares issued for consideration other than cash, the entire value of Sale Shares ("B") shall be set off against value of New Equity Shares issued for consideration other than cash ("D") and the Difference in both the Values (i.e., B-D) shall be paid by the Company to Transferors/ Allottees of New Equity Shares issued for consideration other than cash in manner disclosed in the Resolution.

**(z) Other Disclosures / Undertakings:**

- ✓ It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.
- ✓ None of its Directors or Promoters is a fugitive economic offender or fraudulent borrower as defined under the ICDR Regulations.
- ✓ The Company is eligible to make the preferential issue under Chapter V of the ICDR Regulations.
- ✓ All the Equity shares to be allotted shall be fully paid up at the time of the allotment.
- ✓ The proposed allottees confirmed that they have't not sold or transferred any equity shares during the 90 trading days preceding the Relevant Date.
- ✓ The Equity Shares to be issued and allotted by the Company shall be in dematerialized form only and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchange where the equity shares of the Company are listed.
- ✓ None of the person belonging to Promoter(s) or the Promoter group of the Company has previously subscribed to Securities of the Company and also not failed to exercise the Securities issued by the Company.
- ✓ As on date of this Notice, as per the information, documents, and records available and to the best of the knowledge, the Company does not have any outstanding dues to the Securities Exchange Board of India ("Board"), NSE and the Depositories.
- ✓ All the Equity Shares held by the proposed Allottees in the Company are in dematerialized form.
- ✓ The Company is in compliance with the conditions of continuous listing of equity shares as specified

in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed and SEBI (LODR) Regulations, as amended, and any circular or notification issued by the Board thereunder;

- ✓ The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

The said special resolution will, if passed, enable the Board on behalf of the Company, to issue and allot Share on a preferential basis to the persons whether or not they are members of the Company as permitted by 23(1)(b), 42 and Section 62 (1)(c) of the Companies Act, 2013.

**The Board of Directors accordingly recommends passing of the above resolution as set out as Item No. 2 of the Notice of Extra-Ordinary General Meeting, as a Special Resolution, for issue of Equity Shares.**

Except interested Promoter & Promoter Group disclosed above, None of the other Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolutions except to the extent of their shareholding in the Company, if any.

**By order of the Board of Directors  
For Sunlite Recycling Industries Ltd.**

Sd/-  
Nitin Kumar Heda  
DIN: 00383855  
Managing Director

Sd/-  
Prahladrai Ramdayal Heda  
DIN : 09696242  
Whole-time director & Chairman

Place: Dantali  
Date: 13<sup>th</sup> November, 2025