SHRI VENKATESH REFINERIES LIMITED

Notice of Annual General Meeting 2025-26

SHRI VENKATESH REFINERIES LIMITED

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From the Desk of Chairman

It gives me immense pleasure to share with you that your Company, **Shri Venkatesh Refineries Limited**, has demonstrated strong and substantial growth in its overall performance during the Financial Year 2025–26.

The year under review was marked by several challenges, including subdued industrial growth and continued uncertainty in global oil prices. Despite these challenging circumstances, your Company remained resilient and focused on strengthening its operational and financial performance. Our prudent cost management, effective marketing strategies, and operational efficiencies contributed positively to the Company's performance, with **Earnings Per Share (EPS) registering a growth of 2.77%**.

We remain committed to optimizing financial performance, delivering consistent value to our shareholders, and maintaining our position as a trusted, responsible, and sustainable player in the industry. In recognition of the Company's performance, the **Board of Directors has recommended a final dividend of 10% of the paid-up capital, equivalent to ₹1 per share**, for the Financial Year 2025–26. The recommendation is subject to the approval of the shareholders at the forthcoming Annual General Meeting. Looking ahead, we remain confident in our ability to navigate the evolving business environment and capitalize on emerging opportunities. We will continue to focus on operational excellence, prudent financial management, customer satisfaction, and sustainable growth, while creating long-term value for all our stakeholders.

Finally, I would like to express my sincere gratitude to the various **Government and Regulatory Authorities**, our valued **customers, suppliers, vendors, investors, bankers, and shareholders** for their continued cooperation, confidence, and unwavering support. Your trust and encouragement remain a source of strength for us as we continue our journey towards sustainable and long-term growth.

With warm regards,

Shri Venkatesh Refineries Limited

Dinesh Ganapati Kabre
Chairman & Managing Director

SHRI VENKATESH REFINERIES LIMITED

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NOTICE

Notice is hereby given that the Annual General Meeting of the Members of Shri Venkatesh Refineries Limited will be held on Tuesday, September 29, 2025 at 11:00 AM through Video Conferencing/ Other Audio Visual Means to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company to transact the following businesses:

Ordinary Business :

1. **Adoption of Audited Financial Statements**

   To receive, consider and adopt Audited Balance Sheet as on March 31, 2026, the Statement of Profit and Loss for the year ended on that date and Reports of the Board of Directors and the Auditors thereon.

2. **Appointment of Director**

   To appoint a director in place of Shri SHANTANU RAMESH KABRE (DIN: 00316643) who, retires by rotation and being eligible, offers himself for re-appointment.

3. **Declaration of Dividend**

   To Declare final dividend for Financial Year 2025-26.

Special Business:

4. To approve Material Related Party Transaction(s) by a special resolution.

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

RESOLVED THAT pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013, and subject to such other Regulations, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals, basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to the Board, for entering into any contract(s)/arrangement(s)/ transaction(s) with the following Related Parties for an amount not exceeding the limits as detailed below, on an arm's length basis and in the ordinary course of business of the Company as detailed in the Explanatory Statement annexed;.

Name (s) of the related party & nature of relationship	Nature of contracts/arrangements/transaction	Duration of the contracts/arrangements/transaction	Salient terms of the contracts or arrangements or transaction including the value, if any
1	2	3	4
M/s Shri Balaji Oil Mills (a partnership firm in which directors are partners	Sales of Refined Oil	2027-28	10000 Lakhs

M/s Sanjay Traders Erandol	Sales of Refined Oil	2027-28	3000 Lakhs
M/s Shri Balaji Oil Mills(a partnership firm in which directors are partners	Corporate Guarantee/ Security	Till loan repayment	3000 Lakhs
Shrikrupa Ginners Pvt Ltd (Directors are interested)	Corporate Guarantee/ Security	Till loan repayment	4400 Lakhs
Shrikrupa Ginners Pvt Ltd (Directors are interested)	Inter Corporate Loan	2027-28	Upto 2000 Lakhs
Kailaswasi Ramesh Ganpati Kabre Charitable Trust (Directors are trustees)	CSR payment	2027-28	Upto 2% of Net profit (Utilised towards Social responsibility & follow terms & condition of Section 135 of Companies Act 2013)

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits
and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee 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 been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board/Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby ratified, approved, and confirmed in all respects.

5. Approval for Shifting of Registered Office of the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for shifting the Registered Office of the Company **from GAT NO. 16, Umarde Erandol Jalgaon Maharashtra 425109 to Runwal R Square Office no. 1109, Floor 11, Lal Bahadur Shastri Road, Vardhaman Nagar, Mulund West Mumbai 400080**.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board which may have been constituted or hereinafter constitute to

exercise the powers conferred on the Board by this resolution) be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

6. **TO REAPPOINT MRS. ANISHA SUKUMAR SHARMA AS INDEPENDENT DIRECTOR OF THE COMPANY.**

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

RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 112 and 121 of Articles of Association of the Company, Mrs. **ANISHA SUKUMAR SHARMA** (DIN: 09044771) who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2025-2026 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company for period of 5 years, not liable to retire by rotation.

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

7. **TO REAPPOINT MRS. SUSHMITA SWARUP LUNKAD AS INDEPENDENT DIRECTOR OF THE COMPANY.**

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

RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 112 and 121 of Articles of Association of the Company, Mrs. **SUSHMITA SWARUP LUNKAD** (DIN: 09044848) who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2025-2026 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company for period of 5 years, not liable to retire by rotation.

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

SHRI VENKATESH REFINERIES LIMITED

8. TO REAPPOINT MR. YOGESH NANDI AS INDEPENDENT DIRECTOR OF THE COMPANY.

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

RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, including any modification or re-enactment thereof, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval and recommendation of the Nomination and Remuneration Committee and that of the Board**, MR. YOGESH NANDI (DIN: 09559317),** who holds office as an Independent Director upto 31 March 2027 and meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company, for a period of 5 (Five) years and that he shall not be liable to retire by rotation.

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

By order of the Board of Directors
Sd/-
Dinesh Ganpati Kabre
Managing Director (DIN:0031601)

Date : 07/09/2026
Place : Erandol

NOTES :

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispended the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated 5th May 2022 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, the 23rd Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is given below.
2. The helpline number regarding any query / assistance for participation in the AGM through VC/OAVM is 022-23058542/43.
3. Information regarding appointment/ reappointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 (the Act) and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) is annexed hereto.
4. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs, 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 thereat and cast their votes through e-voting.

5. 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 Act.
6. In line with the aforesaid MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.richsoya.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of Purva (agency for providing the Remote e-Voting facility) i.e. https://evoting.purvashare.com/.
7. The Register of members and share transfer books of the Company will remain closed from Tuesday, 22nd September, 2026 to Tuesday, 29th September, 2026 (both days inclusive) for the purpose of Annual General Meeting.
8. Members seeking any information with regard to accounts are requested to write to the Company atleast 10 days before the meeting so as to enable the management to keep the information ready.
9. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R&T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
10. In terms of Section 72 of the Act, nomination facility is available to individual shareholders holding shares in the physical form. The shareholders who are desirous of availing this facility, may kindly write to Company's R&T Agent for nomination form by quoting their folio number.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in this Notice will be available for inspection in electronic mode.
12. Green Initiative: In compliance of the provision of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Company has sent Annual Reports in Electronic Mode to the Members who have registered their E-mail IDs either with the Registrar and Transfer Agents or with their respective Depositories. However, an option is available to the Members to continue to receive the physical copies of the documents/ Annual Reports by making a specific request quoting their Folio No./Client ID & DP ID to Company or to R & T Agents.
13. The Members can join the AGM through the VC/ OAVM mode 15 (fifteen) 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 AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
14. Process and manner for members opting for voting through Electronic means:
    I. 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 the SEBI Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020,13th January, 2021 14th December, 2021 and 5th May 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with PURVA as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by PURVA.

II. 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. 23rd September, 2026, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

III. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 23rd September, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part.

IV. The remote e-voting will commence on Saturday, 26th September, 2026 at 9.00 a.m. and will end on Mondy, 28th September, 2026 at 5.00 p.m. During this period, the Members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. 23rd September, 2026 may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by PURVA thereafter.

V. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

VI. 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. 23rd September, 2026.

VII. The Company has appointed CA Nitin Sharma, Practising Chaterded Accountant (Membership No. FCA: 107155)to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

15. Process for those shareholders whose email ids are not registered:

a) For Demat shareholders -, Please update your e-mail id and mobile no. with your respective Depository Participant (DP).

16. THE INSTRUCTIONS FOR SHAREHOLDRES FOR REMOTE VOTING ARE AS UNDER:

Purva e-Voting System – For Remote e-voting and e-voting during AGM/EGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Purva Sharegistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by Purva.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.richsoya.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. https://evoting.purvashare.com/.

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

(i) The voting period begins Saturday, 26th September, 2026 at 9.00 a.m. and will end on Monday, 28th September, 2026 at 5.00 p.m. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September, 2026 may cast their vote electronically. The e-voting module shall be disabled by Purva 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.

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

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY /LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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) Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play 5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

1) The shareholders should log on to the e-voting website https://evoting.purvashare.com.

2) Click on "Shareholder/Member" 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) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.

5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(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.

(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 EVENT NO. for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.

(xi) Click on the "NOTICE FILE LINK" if you wish to view the Notice.

(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) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://evoting.purvashare.com and register themselves in the "Custodians / Mutual Fund" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.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.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@richsoya.in if they have voted from individual tab & not uploaded same in the Purva 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 the same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote 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 **15 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 **15 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). 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 shall 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 Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.
All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

Contact Details:

Company	**Prasad Kabre** Wholetime Director Shri Venkatesh Refineries Limited **CIN :** U15140MH2003PLC139397 Add:GAT NO. 16, UMARDE Erandol Jalgaon MH 425109 IN E-mail: info@richsoya.in
Registrar & Transfer Agents :	Purva Sharegistry (India) Pvt. Ltd Unit No. 9, Shiv Shakti, Industrial Estate, J. R. Boricha Marg, Lower Parel East,Mumbai,Maharashtra,400011 Email: support@purvashare.com
e-Voting Agency	Purva Sharegistry (India) Pvt. Ltd Email: evoting@purvashare.com.
Scrutinizer	CA Nitin Sharma Practising Chartered Accountant E-mail: canitinssharma@gmail.com

ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT") AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Note no. 4

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective 1st April, 2022, mandates prior approval of the Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered as material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rs 1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

To facilitate un-interrupted business, prior approval of the Members is being sought to enable the Company to enter into transaction(s) (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) either individually or together being a related party of the Company, during the financial year 2025-2026, which, considering the existing and projected trends, are likely to exceed the materiality threshold as per the SEBI Listing Regulations. The Audit Committee has reviewed and approved the proposed material related party transactions to be entered into by the Company during the FY 2026-2027.

All the related party transaction(s) as mentioned hereunder, proposed to be entered into by the Company during the FY 2026-2027would be in the ordinary course of business of the Company and on an arm's length basis.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 4 of this Notice, for approval by the by the Members of the Company.

Information required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated 22nd November, 2021 is provided herewith:

A	**Shri Balaji Oil Mills (SBOM)**	
i	Name of the Related Party	Shri Balaji Oil Mills
ii	Type of transaction	Sales of Refined Oil
iii	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing market price and commercial terms as on the date of entering into the contract.
iv	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	a partnership firm in which directors are partners
v	Tenure of the proposed transaction	2027-2028
vi	Value of the proposed transaction	10000 Lakhs
vii	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	16.90%
viii	If the transaction relates to any loans, inter-corporate deposits, advances, Guarantee or investments made or given by the listed entity or its subsidiary:	Corporate Guarantee Given vice versa
	i) Details of financial indebtedness Incurred	SVRL has given Corporate Guarantee of Rs 3000 Lakhs where as SBOM has given Corporate Guarantee vice versa.
	ii) Applicable terms, including covenants, tenure, interest	NA

	rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
	iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Ordinary Course of Business
ix	Justification as to why the RPT is in the interest of the Company	SVRL is one of the leading Oil Company under the Brand Name Rich Soya, Rich Sun. The Company supplies best quality of oil. These transactions are in the normal course of business of the Company and at an arms' length basis
x	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
xi	Any other information relevant or important for the members to take a decision on the proposed transaction.	Nil

B	**Shrikrupa Ginners Pvt Ltd**	
i	Name of the Related Party	Shrikrupa Ginners Pvt Ltd
ii	Type of transaction	Intercorporate Loans & Corporate Guarantee
iii	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing market price and commercial terms as on the date of entering into the contract
iv	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Directors are interested
v	Tenure of the proposed transaction	2027-2028
vi	Value of the proposed transaction	6400 Lakhs
vii	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	NA
viii	If the transaction relates to any loans, inter-corporate deposits, advances, Guarantee or investments made or given by the listed entity or its subsidiary:	
	i) Details of financial indebtedness Incurred	6400 Lakhs
	ii) Applicable terms, including covenants, tenure, interest rate and repayment	Secured Corporate Guarantee & Unsecured intercorporate loans

	schedule, whether secured or unsecured; if secured, the nature of security	
	iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Ordinary Course of Business
ix	Justification as to why the RPT is in the interest of the Company	Not Applicable
x	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
xi	Any other information relevant or important for the members to take a decision on the proposed transaction.	Nil

C	Sanjay Traders	
i	Name of the Related Party	Sanjay Traders
ii	Type of transaction	Sales of Refined Oil
iii	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing market price and commercial terms as on the date of entering into the contract.
iv	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	a partnership firm in which directors are partners
v	Tenure of the proposed transaction	2027-2028
vi	Value of the proposed transaction	3000 Lakhs
vii	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	4.77%
viii	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) Details of financial indebtedness Incurred	Not Applicable
	ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such	Not Applicable

	funds pursuant to the related party transaction	
ix	Justification as to why the RPT is in the interest of the Company	SVRL is one of the leading Oil Company under the Brand Name Rich Soya, Rich Sun. The Company supplies best quality of oil. These transactions are in the normal course of business of the Company and at an arms' length basis
x	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
xi	Any other information relevant or important for the members to take a decision on the proposed transaction.	Nil

D	Kailaswasi Ramesh Ganpati Kabre Charitable Trust	
i	Name of the Related Party	Kailaswasi Ramesh Ganpati Kabre Charitable Trust
ii	Type of transaction	CSR payment
iii	Material terms and particulars of the proposed transaction	Utilised towards Social responsibility & follow terms & condition of Section 135 of Companies Act 2013
iv	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Directors are trustees
v	Tenure of the proposed transaction	2027-2028
vi	Value of the proposed transaction	Upto 2% of Net profit
vii	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	2%
viii	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) Details of financial indebtedness Incurred	Not Applicable
	ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such	Not Applicable

	funds pursuant to the related party transaction	
ix	Justification as to why the RPT is in the interest of the Company	Trust is managed by trustee where directors are interested. Trust incorporated for social purpose towards charity
x	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
xi	Any other information relevant or important for the members to take a decision on the proposed transaction.	Nil

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the date of the Meeting.
The Members may please note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not) shall not vote to approve the Ordinary Resolution, as set out in Item no. 4 of this Notice.
None of the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Ordinary Resolution, as set out in Item no. 4 of this Notice.

Note no. 5

Approval for Shifting of Registered Office of the Company:

Presently, the Company's Registered Office is located at GAT NO. 16, Umarde Erandol Jalgaon Maharashtra 425109. The Board of Directors of your Company at their meeting held on 08th September 2025 has decided to shift the Registered Office of the Company from the **GAT NO. 16, Umarde Erandol Jalgaon Maharashtra 425109 to Runwal R Square Office no. 1109, Floor 11, Lal Bahadur Shastri Road, Vardhaman Nagar, Mulund West Mumbai 400080** to carry on the business of the Company more economically and efficiently and with better operational convenience. Majority of public shareholders of the Company including Financial Institutional Investors and Financial Investors are based at Mumbai and therefore shifting of Registered Office to Mumbai shall facilitate better coordination and interaction with shareholders, FIIs, Mutual Funds, Financial Investors and leading to improve investors' relationship. As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company outside the local limits but within the same State requires approval of the Members by way of Special Resolution. Company pass the resolution for shifting of registered office outside the local limits of any city, town or village at the Annual General Meeting.
Therefore the Board recommends the Resolution as set out in Item No. 6 for approval of the Members as Special Resolution. None of the Directors, Key Managerial Personnels or their respective relatives is in any way concerned or interested in the resolution mentioned as Item No. 6 of the Notice.
None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

Note no. 6

Appointment of Mrs Anisha Sukumar Sharma as an Independent Director of the Company.
Mrs Anisha Sukumar Sharma, was appointed by the Board as an Additional Director with effect from March 31, 2026 consequent to her appointment as Independent Director of the Corporation by the Government of India, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder and also in terms of Article 112 and 121 of Articles of Association of the Company. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mrs Anisha Sukumar Sharma, as an Additional Director, holds office upto the date of this Annual General Meeting.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, as they case may be, along with deposit of one lakh rupees. However, as per the proviso to Sec. 160 which is made effective 09.02.2018 the requirements of deposit of amount shall not apply in case of appointment of Independent Director. Since Mrs Anisha Sukumar Sharma is an Independent Director of the Company, there is no requirement of submission of requisite deposit.

Accordingly, Company has received a notice from a member proposing candidature of Mrs Anisha Sukumar Sharma, for the office of Director in terms of Section 160 of the Companies Act, 2013. Mrs Anisha Sukumar Sharma has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. He does not hold any shares of SVRL.

Mrs Anisha Sukumar Sharma has 10+ years of experience, working with prestigious brands and She demonstrated track record and proven expertise in driving efficiency and productivity through evaluation of financial management systems, corporate governance, and implementation of process improvements across various segments and industries. She has versatile experience in Finance, Legal Compliances and Taxation area.

She is a Qualified Company Secretary and completed her LLB from Mumbai University. Beside this, she holds a bachelor degree of commerce from Mumbai University. She is having total experience of 10+ years in Secretarial and Compliance related matters.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the date of the Meeting.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 7 of the Notice. The Board recommends the Special Resolution as set out at item no. 7 for approval by the Members.

Note no. 7

Appointment of Mrs **Sushmita Swarup Lunkad** as an Independent Director of the Company.

Mrs **Sushmita Swarup Lunkad**, was appointed by the Board as an Additional Director with effect from March 31, 2026 consequent to her appointment as Independent Director of the Corporation by the Government of India, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder and also in terms of Article 112 and 121 of Articles of Association of the Company. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mrs **Sushmita Swarup Lunkad**, as an Additional Director, holds office upto the date of this Annual General Meeting.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, as they case may be, along with deposit of one lakh rupees. However, as per the proviso to Sec. 160 which is made effective 09.02.2018 the requirements of deposit of amount shall not apply in case of appointment of Independent Director. Since Mrs **Sushmita Swarup Lunkad** is an Independent Director of the Company, there is no requirement of submission of requisite deposit.

Accordingly, Company has received a notice from a member proposing candidature **Sushmita Swarup Lunkad**, for the office of Director in terms of Section 160 of the Companies Act, 2013. **Sushmita Swarup Lunkad** has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. He does not hold any shares of SVRL.

She is a qualified Company Secretary from Institute of Company Secretaries of India and has an experience in the field of Finance, Legal, and Corporate Law etc.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the date of the Meeting.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 8 of the Notice. The Board recommends the Special Resolution as set out at item no. 8 for approval by the Members.

Note No 8

Appointment of Shri Yogesh Nandi as an Independent Director of the Company.
The Members are informed that Mr. Yogesh Nandi (DIN: 09559317) was appointed as an Independent Director of the Company and is currently holding office as an Independent Director up to 31 March 2027.
Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors, after considering his performance, contribution, knowledge, experience, skills and expertise, has recommended the re-appointment of Mr. Yogesh Nandi as an Independent Director for a second term of five (5) consecutive years commencing from 1 April 2027 to 31 March 2032, subject to the approval of the Members by way of a Special Resolution.
Mr. Yogesh Nandi has provided the Company with the requisite declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("Act"), the rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations").
The Company has also received the requisite disclosures and confirmations from Mr. Yogesh Nandi, including confirmation that he is not disqualified from being appointed/re-appointed as a Director under the provisions of the Act and that he is eligible to continue as an Independent Director.
The Board is of the opinion that, considering Mr. Yogesh Nandi has 15+ years of experience, working with prestigious brands and Yogesh demonstrated track record and proven expertise in driving efficiency and productivity through evaluation of financial management systems, corporate governance, and implementation of process improvements across various segments and industries. He has versatile experience in Finance, Legal Compliances and Taxation area.
He is Graduated in Business Administration and holds a master's degree in Business Administration, with a specialization in core Finance field. The continued association of Mr. Yogesh Nandi as an Independent Director will be beneficial to the Company. His continued guidance and independent judgement are expected to contribute to the deliberations of the Board and assist the Company in strengthening its governance and strategic decision-making processes.
The Company has received a notice in writing from a Member proposing the candidature of Mr. Yogesh Nandi for the office of Director pursuant to Section 160(1) of the Companies Act, 2013.
The Board, based on the recommendation of the NRC, is satisfied that Mr. Yogesh Nandi fulfils the conditions specified under the Act, the rules made thereunder and the LODR Regulations for re-appointment as an Independent Director and that he is independent of the management of the Company.
In accordance with Schedule IV of the Companies Act, 2013, the re-appointment of an Independent Director for a second term requires approval of the Members by way of a Special Resolution. Accordingly, the approval of the Members is sought for the re-appointment of Mr. Yogesh Nandi as an Independent Director for a second term of five (5) consecutive years from 1 April 2027 to 31 March 2032.
Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the date of the Meeting.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 9 of the Notice. The Board recommends the Special Resolution as set out at item no. 9 for approval by the Members.

By order of the Board of Directors

Dinesh Ganpati Kabre
Managing Director (DIN:0031601)

Date : 07/09/2026
Place : Erandol

Details of the Director seeking appointment/re-appointment in the Annual General Meeting as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

Name of Director	Mr. Shantanu Ganpati Kabre	Mrs. Anisha Sukumar Sharma	Mrs. Sushmita Swarup Lunkad	Mr. Yogesh Sanjeev Nandi
Date of Birth	12/02/1964	15/09/1988	29/12/1994	14/01/1988
Qualification	M. Com.	B.com, CS, LLB	B.com, CS, LLB	MBA
Expertise in specific Functional Area	Financial Management	ROC compliances, SEBI Compliances and other Statutory compliances	ROC compliances, SEBI Compliances and other Statutory compliances	Financial Management
Executive / Non Executive Director	Executive Director	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Promoter Group	Yes	No	No	No
Chairman/Member of Committees of the Board of which he/she is a Director	-	1) Audit Committee 2) Nomination and Remuneration Committee 3) Stakeholder Relationship Committee 4) CSR Committee	1) Audit Committee 2) Nomination and Remuneration Committee 3) Stakeholder Relationship Committee 4) CSR Committee	1) Audit Committee 2) Nomination and Remuneration Committee 3) Stakeholder Relationship Committee 4) CSR Committee
No. of Shares held	39,81,332			-
List of Directorship in other Companies	1) Shrikrupa Ginners Private Limited 2) Shree Laxmipati Refineries Private Limited 3) Shri Padmaraj Agro Foods Private Limited 4) Venkatesh Academy Private Limited 5) Balaji Packing & Trading (Proprietorship)	1. NHC FOODS LIMITED		