

Date: 03rd September, 2025

To,
Department of Corporate Services,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051
Symbol: SAKUMA

To,
The Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Scrip Code: 532713

SUB: NOTICE OF AGM 2025.

Dear Sir,

The company is submitting herewith the approved Notice for the Annual General Meeting to be held on Monday, 29th day of September, 2025 at 11:00 A.M. through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

Yours Sincerely,
FOR SAKUMA EXPORTS LIMITED

(Pooja Malhotra)
Company Secretary cum Compliance Officer

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of the members of **SAKUMA EXPORTS LIMITED** will be held on Monday, 29nd day of September, 2025 at 11:00 A.M. through Video Conferencing (“VC”) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the:
 - Audited Standalone Annual Financial Statements of the Company for the financial year ended 31st March, 2025 and the Reports of the Board of Directors and the Auditors’ thereon; and
 - Audited Consolidated Annual Financial Statements of the Company for the financial year ended 31st March, 2025, and the Report of the Auditors’ thereon.
2. To appoint a Director in place of Ms. Shipra Malhotra (DIN: 01236811), who retires by rotation and being eligible, offers herself for re-appointment.
3. Appointment of Statutory Auditors

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014 (“the Rules”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s. Ramesh M Sheth & Associates, Chartered Accountants, having ICAI Firm Registration No. 111883W and who hold a certificate issued by the Peer Review Board of ICAI and who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as statutory auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby appointed as Statutory Auditors of the Company for five years from the Company’s financial year 2025-26 to 2029-30 at a remuneration of Rs. 8,00,000/- (Rupees Eight Lakhs only) plus applicable taxes and re-imbursement of out-of-pocket expenses incurred by them in connection with the audit of accounts of the Company and shall hold office from the conclusion of 20th Annual General Meeting until the conclusion of the 25th Annual General Meeting of the Company.”

SPECIAL BUSINESS:

4. Re- appointment of Mr. Amit Shanker Amist as an Independent Director

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mr. Amit Shanker Amist (DIN: 05305256), who holds office as an independent director up to February 12, 2026, be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of 5 (five) years with effect from February 13, 2026 up to February 12, 2031.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

5. Appointment of Secretarial Auditor

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

“**RESOLVED THAT** pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s Rajeev Bhambri & Associates, Practicing Company Secretaries (FCS No.: 4327; CP No.: 9491 & Peer Review Certificate No.: 5824/2024 valid up to 30.06.2029), be and is hereby appointed as the Secretarial Auditor of the Company, for a term of five consecutive years from financial year 2025-26 to financial year 2029-30, on an annual



remuneration of Rs. 1,50,000 plus applicable taxes and reimbursement of out of pocket expenses on actual basis, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to settle any question, difficult, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto.”

6. Introduction and Implementation of 'Sakuma Exports Limited Performance Share Plan Scheme, 2025'

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules thereunder, applicable Regulations of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any statutory modification(s) or re-enactment thereof (hereinafter referred to as SBEB Regulations), the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Members of the Company be and is hereby accorded for the introduction and implementation of ‘Sakuma Exports Limited Performance Share Plan Scheme 2025’ (SEL PSP 2025 or Scheme), the salient features of which are detailed in the Explanatory Statement to this Notice, and authorize the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has designated as Compensation Committee to exercise its powers, including the powers, conferred by this resolution), to create, issue, offer, grant and allot from time to time, in one or more tranches, up to 1,50,00,000 (One Crore Fifty Twenty Lakh) Stock Options convertible into 1,50,00,000 (One Crore Fifty Twenty Lakh) equity shares of face value of Re. 1/- (Rupee One only) each fully paid up, ranking pari-passu with the existing equity shares of the Company for all purposes and in all respects, including payment of dividend, to or for the benefit of the employees, exclusively working in India or outside India, who are in the employment of the Company including any Director, whether Whole-Time or otherwise (other than the employee who is Promoter or person belonging to the Promoter Group, Non-Executive Chairman, Independent Directors of the Company and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), on such terms and conditions as the Board may decide under the Scheme in accordance with the SBEB Regulations and other applicable laws

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Stock Options of the Company are to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

RESOLVED FURTHER THAT in case the equity shares of the Company are either consolidated or sub-divided, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the Scheme shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Re. 1/- (Rupee One only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares allotted, in accordance with the SEL PSP 2025 on the Stock Exchanges where the equity shares of the Company are listed as per the provisions of the SEBI Listing Regulations, the SBEB Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the SEL PSP 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, modify, change, vary, alter, amend, suspend or terminate SEL PSP 2025, subject to compliance with the applicable laws and regulations, in case of any change in applicable laws or as specified by any statutory authority without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and being incidental for effective implementation and administration of the Scheme and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to delegate any executive / officers powers to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to SEL PSP 2025 and to do all other things incidental to and ancillary thereof.”

NOTES:

General Instructions for Accessing and participating in the 20th AGM through VC / OAVM Facility and Voting through Electronic means including Remote E- Voting.

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to item no. 4 to 6 of the notice of 20th Annual General Meeting is annexed hereto.
2. Pursuant to the General Circulars 10/2022, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
3. **ONLY A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE AGM THROUGH VC / OAVM.** In terms of provisions of Section 105 of the Companies Act, 2013, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a Member of the Company. Since, this AGM is being held pursuant to the MCA 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. 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.
4. The Company has appointed M/s. National Securities Depository Limited to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the AGM. The proceedings of the AGM will be web-casted live for all the shareholders who hold shares as on cut-off date i.e. Tuesday, 23rd September, 2025. The shareholders can visit <https://www.evoting.nsdl.com/> and login through user id and password to watch the live proceedings of the AGM on Monday, 29th September, 2025 from 11.00 a.m. onwards. Members will have the option to cast their votes either 3 days prior to the date of AGM (Remote E-Voting) or during the AGM (E-Voting). The instructions to vote by remote e-voting and e-voting has been provided below
5. The members can join the AGM 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in this Notice. The facility to join the AGM will be made available for 1,000 members on first come first served basis. This will not include Large 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.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
7. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company shall remain closed on all days from Tuesday, 23rd September, 2025 to Monday, 29th September, 2025 (both days inclusive).
8. The attendance of the Members attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. The scanned copies of Register of Directors’ and Key Managerial Personnel and their Shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act,



2013 will be available electronically for inspection by the members during the AGM.

10. Relevant documents referred to in the accompanying Notice are open for inspection by the Members through electronic mode, basis on the request being sent at companysecretary@sakumaexportsltd.com.
11. Members desiring any relevant information about the financial statements and/or operations of the Company are requested to write to the Company at least seven days in advance, so as to enable the Company to keep the information ready. Members can also email their queries at the email address of Ms. Khyati Jobanputra, Company Secretary and Compliance Officer, at companysecretary@sakumaexportsltd.com.
12. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2024-2025 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.sakumaexportsltd.com/annual-report.html>. The Notice can also be accessed from the website of the Stock Exchanges i.e. National Stock Exchanges of India Limited and BSE Limited and will be made available if a request is sent to the Company at companysecretary@sakumaexportsltd.com. The Notice of AGM is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evoting.nsdl.com.
13. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant, and members holding shares in physical mode are requested to update their email addresses with the Company's Registrar and Share Transfer Agent i.e. Bigshare Services Private Limited so that they can receive Annual Report 2024 - 25 and any other communication by the Company from time to time in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report, obtain other communication from time to time as well as updating bank account details.

❖ **Physical Shareholders:**

For availing the following investor services, send a written request in the prescribed forms to the Company's Registrar and Share Transfer Agent i.e. Bigshare Services Private Limited either by email at investor@bigshareonline.com or by post or courier to Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai: 400 093.

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| Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode | Form ISR – 1 |
| Update of signature of securities holder | Form ISR – 2 |
| For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014 | Form SH – 13 |
| Declaration to opt out | Form ISR – 3 |
| Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee | Form SH – 14 |
| Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form | Form ISR – 4 |

❖ **Demat Shareholders:**

Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.

This will enable them to receive communication by the Company from time to time in electronic form. Members of the Company, who have registered their e-mail ID, are entitled to receive such communications in physical form upon request.

14. **SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by 1st October, 2023, and linking PAN with Aadhaar by 30th June, 2023 vide its circular dated 3rd November, 2021, 15th December, 2021 and 16th March, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars and share transfer agent i.e. M/s. Bigshare Services Private Limited at investor@bigshareonline.com.**

Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s).

In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars and share transfer agents are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31st December, 2025, the registrar and share transfer agent / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

15. As per Regulation 40 of the SEBI (LODR) Regulations, 2015, as amended, securities of listed companies can only be transferred in demat form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or its Registrar and Share Transfer Agent.
16. Under the Act, dividends that are unclaimed / unpaid for a period of seven (7) years from the date of their transfer are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. An amount of Rs. 72,753/- being unclaimed / unpaid final dividend of the Company for the financial year ended 31st March, 2017 was transferred to IEPF. The last date for claiming unclaimed and unpaid dividends declared by the Company for the financial year ended 31st March, 2018 and thereafter is as under:

For Equity Shareholders:

| Financial Year | Date of Declaration of Dividend | Last Date of claiming Unpaid Dividend |
|----------------------------|--|--|
| Final Dividend 2017 – 2018 | 29.09.2018 | 03.11.2025 |
| Final Dividend 2018 – 2019 | 24.09.2019 | 29.10.2026 |
| Final Dividend 2019 – 2020 | 10.12.2020 | 14.01.2028 |
| Final Dividend 2020 – 2021 | 29.09.2021 | 03.11.2028 |
| Final Dividend 2021 – 2022 | 29.09.2022 | 03.11.2029 |
| Final Dividend 2022 – 2023 | 29.09.2023 | 03.11.2030 |
| Final Dividend 2023 – 2024 | 25.07.2024 | 29.07.2031 |

Members who have not encashed their dividend warrants so far in respect of the aforesaid periods, are requested to make their claims to M/s. Big share Services Private Limited, Registrar and Share Transfer Agent of the Company (RTA) or the Company Secretary of the Company, at the Company's Registered Office, well in advance of the above due dates.

Pursuant to the provisions of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2025 on the website of the Company (www.sakumaexportsltd.com) and also on the website of the Ministry of Corporate Affairs (www.mca.gov.in).

Further, pursuant to the provisions of Section 124 of the Act, read with the relevant Rules made thereunder, shares on which dividend has not been paid or claimed for seven (7) consecutive years or more shall be transferred to the IEPF Authority as notified by the Ministry of Corporate Affairs.

In accordance with the IEPF Rules, the Company has sent notices to all the Shareholders whose shares are due for transfer to the IEPF Authority and has also published the details thereof in notices published in newspapers.

The shareholders whose dividend / shares is / will be transferred to the IEPF Authority may claim the shares or apply for refund by making an application to the IEPF Authority by following the procedure as detailed in the IEPF Rules and as enumerated on the website of IEPF Authority at <http://www.iepf.gov.in/IEPF/refund.html>.

17. Information about additional details of the Directors along with their brief profile who are seeking appointment/re-appointment as set out at item no. 2 and 4 of the Notice dated 26th August, 2025 as required under Regulation 36 of the Listing Regulations, as amended and the Secretarial Standards on General Meetings issued by the Institute of Company



Secretaries of India ('ICSI') is given below:

| | |
|--|--|
| Name | Mrs. Shipra Malhotra |
| Director Identification Number (DIN) | 01236811 |
| Nationality | Indian |
| Date of Appointment on Board | 25-01-2007 |
| Qualifications | M.Com Part(I) Post Graduate with specialization in Human Resource Management (HRM) |
| Shareholding in Sakuma Exports Limited | 25000 |
| In case of Non Executive Director the shareholding including shareholding as Beneficial Owner. | 25000 |
| Expertise in specific functional areas | She has been conducting seminars / workshops on HRM Communication skill, Negotiation skills and other soft skills in the corporate world |

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| Terms and Conditions of reappointment | Seeking re-appointment after retiring by rotation; No terms of re-appointment. |
| Remuneration last drawn (including sitting fees, commission if any) | 2,50,000/- (Director Sitting fees) |
| Remuneration proposed to be paid | NIL |
| Relationships with other Director / Key Managerial Personnel | Sister of Managing Director |
| Number of meetings of the board attended during the financial year 2024-25 | 8 |
| Directorships in other Public Limited Companies along with listed entities from which the person has resigned in the past three years. | Nil |
| Memberships of Committees in other Public Limited Companies (includes only Audit & Shareholders /Investors Grievances Committee) | Nil |
| In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements. | N.A. |

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| Name | Mr. Amit Shanker Amist |
| Director Identification Number (DIN) | 05305256 |
| Nationality | Indian |
| Date of Appointment on Board | Initial Date 13-02-2021 |
| Qualifications | MBA / LLB:GLC/CCS |
| Shareholding in Sakuma Exports Limited | NIL |
| In case of Non-Executive Director the shareholding including shareholding as Beneficial Owner. | NIL |
| Expertise in specific functional areas | Member of the Supreme Court Bar & Delhi High Court Bar. focused on Criminal Law, Arbitration, Commercial Disputes, Writs, Company Law, managing a boutique law firm / team based out of Delhi. |

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| Terms and Conditions of reappointment | Reappointment as independent director of the company for the 2 nd term |
| Remuneration last drawn (including sitting fees, commission if any) | 2,50,000/-(Director Sitting fees) |
| Remuneration proposed to be paid | NIL |
| Relationships with other Director / Key Managerial Personnel | None |
| Number of meetings of the board attended during the financial year 2023-24 | 9 |
| Directorships in other Public Limited Companies along with listed entities from which the person has resigned in the past three years. | Nil |
| Memberships of Committees in other Public Limited Companies (includes only Audit & Shareholders /Investors Grievances Committee) | Nil |

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| In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements. | He has the requisite skills as determined by the Board, for meeting the requirement and appointment as an Independent Director |
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As the 20th AGM is being held through VC, Route Map is not annexed to the notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Thursday, 25th September, 2025 at 9:00 A.M. and ends on Sunday, 28th September, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 23rd September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, 23rd September, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system:

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:


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

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

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

| Type of shareholders | Login Method |
|----------------------|--------------|
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| | <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.  |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website “http://www.cdslindia.com” www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on HYPERLINK “http://www.cdslindia.com” 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. |

| Type of shareholders | Login Method |
|----------------------|--------------|
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| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33. |

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system



will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer i.e. M/s Rajeev Bhambri & Associates, by e-mail to rajeev.bhambri@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password

confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to companysecretary@sakumaexportsltd.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to companysecretary@sakumaexportsltd.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.

5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending a request from their registered email address mentioning their name, DPID and CLID / Folio number, mobile number at companysecretary@sakumaexportsltd.com. Those shareholders who have registered themselves as a speaker latest by 11.00 a.m. on Tuesday, 23rd September, 2025 will only be allowed to express their views or ask questions during the AGM.

Other Notes:

1. A person, whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, Tuesday, 23rd September, 2025 shall only be entitled to remote e-voting and attend the AGM. The voting rights shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A Member joining the AGM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. A Member who have cast their vote by remote e-voting prior to the AGM, may also join the AGM but shall not be entitled to cast their vote again.
2. Any person, who acquires share(s) of the Company and becomes member of the Company after dispatch of the notice of AGM and holding share(s) as on the cut-off date, Tuesday, 23rd September, 2025, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-Voting then you can use your existing User ID and Password to cast your vote.
3. The Board of Directors has appointed Mr. Rajeev Bhambri, Proprietor of M/s. Rajeev Bhambri & Associates, Practicing Company Secretaries as Scrutinizers to scrutinize the voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
4. The Scrutinizer shall, after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and then unblock the votes cast through remote e-Voting and shall make, a consolidated Scrutinizer's Report. The results of the e-Voting will be declared by the Chairman or a person authorized by him in writing within 48 hours from the conclusion of the AGM.
5. The results shall be declared not later than 48 hours from conclusion of the AGM and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the Resolutions. The results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.sakumaexportsltd.com and the website of NSDL at www.evoting.nsdl.com within 48 hours from the conclusion of the AGM and the same shall also be simultaneously communicated to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and will be available on their respective websites at www.nseindia.com and www.bseindia.com, where the Equity Shares of the Company are listed and shall be displayed at the Registered Office of the Company.

By order of the Board
For SAKUMA EXPORT LIMITED

Place: Mumbai
Date: 26.08.2025

Saurabh Malhotra
Chairman & Managing Director
(DIN:00214500)

ANNEXURE TO THE NOTICE

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

ITEM NO. 3 – APPOINTMENT OF M/S. RAMESH M SHETH & ASSOCIATES, CHARTERED ACCOUNTANTS AS STATUTORY AUDITOR

M/s. M. L. Sharma & Co., Chartered Accountants, Statutory Auditors of the Company were appointed at the 19th Annual General Meeting (AGM) held on 29th September, 2023 for the financial year 2024 – 25. The term of statutory auditor will expire on the conclusion of 20th AGM.

It is proposed to appoint M/s. Ramesh M Sheth & Associates, Chartered Accountants for a period of 5 years, they shall hold the office from the conclusion of 20th AGM till the conclusion of 25th AGM to be held in the year 2030.

Pursuant to Regulation 36 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosures required for appointment / re-appointment of Auditor as a part of the explanatory statement to the notice are given below:

| Sr. No. | Particulars | Disclosure |
|---------|--|---|
| 1. | Name of Firm of Statutory Auditors | M/s. Ramesh M Sheth & Associates (FRN: 111883W) |
| 2. | Name of Auditors | Mehul R Sheth |
| 3. | Financial year for which appointment is proposed | 2025-26 to 2029-30 , 5 Financial Years |
| 4. | Proposed Fees payable | Rs. 8,00,000/- (Rupees Eight Lakhs only) plus applicable GST and out of pocket expenses incurred while conducting audit of financial statements of the Company. |
| 5. | Terms of appointment- | Five years |
| 6. | In case of new auditor any material change in the fee payable to such auditor from that paid to outgoing auditor along with rationale for such change. | There is no material change in the fees payable to the statutory auditors. |
| 7. | Basis for recommendation for appointment including the details in relation to and credentials of the statutory auditor proposed to be appointed. | <p>The statutory auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for re-appointment as statutory auditors of your Company. As required under Regulation 33 of SEBI (LODR) Regulations, 2015, they have also confirmed that they hold a valid peer review certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.</p> <p>The statutory auditors have also furnished a declaration confirming their independence as well as their arm's length relationship with your Company as well as declaring that they have not taken up any prohibited non-audit assignments for your Company. The Audit Committee reviews the independence of the statutory auditors and the effectiveness of the audit process.</p> |

None of the Directors / Key Managerial Personnel of the Company are in any way, concerned or interested, directly or indirectly, financially or otherwise, in the Ordinary Resolution set out at Item No. 3 of the Notice, except to the extent of shareholding in the Company, if any.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 for your approval.

ITEM NO. 4 – REAPPOINTMENT OF MR. AMIT SHANKER AMIST AS AN INDEPENDENT DIRECTOR

Mr. Amit Shanker Amist was appointed as an independent director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Appointment Rules") by the Board, effective 13.02.2021, to hold office up to 12.02.2026. He is due for retirement from the first term as an independent director on 12.02.2026. The Nomination and Remuneration Committee (NRC), after taking into account his performance evaluation during his first term of five years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board his reappointment for a second term of five years. The NRC has considered his diverse skills, leadership capabilities, expertise in governance, among others, as being key requirements for this role. In view of the above, the NRC and the Board are of



the view that Mr. Amit Shanker Amist possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an independent director. Based on the recommendation of the NRC, the Board, recommended the reappointment of Mr. Amit Shanker Amist as an independent director, not liable to retire by rotation, for a second term of 5 (five) years effective 13.02.2026 to 12.02.2031 (both days inclusive). As per Section 149 of the Act, an independent director may hold office for two terms up to 5 (five) consecutive years each. Mr. Amit Shanker Amist fulfills the requirements of an independent director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations. The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the reappointment of Mr. Amit Shanker Amist for the office of independent director under the provisions of Section 149 of the Act. The Company has received all statutory disclosures / declarations from Bobby Parikh, including (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules, (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act. In the opinion of the Board and based on its evaluation, Mr. Amit Shanker Amist fulfils the conditions specified in the Act, and Rules made thereunder and LODR Regulations for his reappointment as an independent director of the Company and he is independent of the Management of the Company. The resolution seeks the approval of members for the reappointment of Mr. Amit Shanker Amist as an independent director of the Company. No director, KMP or their relatives except Mr. Amit Shanker Amist, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 4. The Board recommends the special resolution as set out in Item no. 4 of this notice for the approval of members.

ITEM NO. 5 – APPOINTMENT OF SECRETARIAL AUDITOR

In accordance with the provisions of Regulation 24A of the SEBI Listing Regulations from financial year 2025-26 onwards, the appointment of Secretarial Auditor is required to be approved by the members in the AGM and a term of Secretarial Auditor shall be five years.

In compliance with the aforesaid provisions, on the recommendation of the Audit Committee, the Board of Directors recommends the appointment of M/s Rajeev Bhambri & Associates, Practicing Company Secretaries (FCS No.: 4327; CP No.: 9491 & Peer Review Certificate No.: 5824/2024 valid up to 30.06.2029) as the Secretarial Auditors for a term of five (5) years i.e. from financial year 2025-26 to financial year 2029-30.

Pursuant to Regulation 36 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosures required for appointment / re-appointment of Secretarial Auditor as a part of the explanatory statement to the notice are given below:

| Sr. No. | Particulars | Disclosure |
|----------------|--|--|
| 1. | Name of Firm of Secretarial Auditors | M/s. Rajeev Bhambri & Associates (CP: 9491) |
| 2. | Name of Auditors | Rajeev Bhambri |
| 3. | Financial year for which appointment is proposed | 2025-26 to 2029-30, 5 Financial Years |
| 4. | Proposed Fees payable | The secretarial Audit fee will be Rs. 1,50,000/- p.a. (Rupees One lakh Fifty Thousand Only) plus applicable taxes and out-of-pocket expenses on actual basis, if any. In addition to the secretarial audit, M/s Rajeev Bhambri & Associates may provide such other permissible services from time to time as may be approved by the Board of Directors. |
| 5. | Terms of appointment- | Five years |
| 6. | In case of new auditor any material change in the fee payable to such auditor from that paid to outgoing auditor along with rationale for such change. | Existing Secretarial Auditor is continuing. |

| | | |
|----|--|---|
| 7. | Basis for recommendation for appointment including the details in relation to and credentials of the statutory auditor proposed to be appointed. | <p>While recommending M/s Rajeev Bhambri & Associates for appointment, the Board and the Audit Committee evaluated various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc.,</p> <p>The firm is primarily engaged in areas of secretarial audit, corporate advisory services, transactional services, legal due diligence, mergers, compliance management etc.</p> <p>The firm is registered with the ICSI and hold Peer Review Certificate no. Peer Review Certificate No.: 5824/2024 valid up to 30.06.2029 issued by the Peer Review Board of ICSI. The firm has extensive experience of handling audits of large listed corporates.</p> <p>M/s Rajeev Bhambri & Associates have also confirmed their eligibility and independence under regulation 24A of SEBI Listing Regulations and have expressed their willingness to accept the appointment upon approval.</p> |
|----|--|---|

Considering the experience of M/s Rajeev Bhambri & Associates in handling audits of large listed companies, and its expertise the Board recommends the resolution as set out in item no. 5 for approval of the members as an ordinary resolution.

None of the directors and key managerial personnel and/or their relatives are in any way, financially or otherwise, interested or concerned in this resolution.

ITEM NO.6

The Company believes that Equity based compensation schemes are an effective tool to reward the talent working with the Company (present and future, if any). It provides an opportunity to employees to share the growth of the Company and to create long-term wealth in the hands of the employees. With a view to motivate employees seeking their contribution to the corporate growth, to create an employee ownership culture, to attract new talents and to retain them for ensuring sustained growth, to reward for loyalty, to link interests of employees with shareholders, the Company intends to implement Stock Option Scheme namely 'Sakuma Exports Limited Performance Share Plan Scheme 2025' (SEL PSP 2025 or Scheme) for the employees of the Company (present and future, if any).

Based on the recommendation of the Nomination and Remuneration Committee (Committee), the Board of Directors of the Company at their meeting held on Tuesday, 26th August, 2025, had approved the SEL PSP 2025, subject to the approval of Members, for the benefit of the employees, exclusively working in India or outside India, who are in the employment of the Company (present and future, if any) including any Director, whether Whole-Time or otherwise (other than the employee who is Promoter or person belonging to the Promoter Group, Independent Directors of the Company, Non-Executive Chairman of the Company and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), under the Scheme in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SBEB Regulations) and other applicable laws.

Under SEL PSP 2025, the eligible employees shall be granted Stock Options which will be exercisable into equity shares of Re. 1/- (Rupee One only) each of the Company. SEL PSP 2025 shall be implemented by the Nomination and Remuneration Committee of the Board which will also act as Compensation Committee (Committee) as per the provisions of SBEB Regulations.

Disclosure/main features of SEL PSP 2025 pursuant to the SBEB Regulations are as under:

a) Brief description of the Scheme

The Scheme shall be called as Sakuma Exports Limited Performance Share Plan Scheme 2025. The Scheme contemplates grant of Stock Options to the employees of the Company (present and future, if any).



After vesting of Stock Options, the employees earn a right, but not an obligation, to exercise the vested Stock Options within the exercise period and obtain equity shares of the Company which shall be issued by the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon and other terms and condition of the Scheme.

The objectives of the Scheme are:

- To provide means to enable the Company to attract and retain appropriate human talent;
- To motivate the employees with incentives and reward opportunities;
- To achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of the employees which will lead to long-term wealth creation; and
- To create a sense of ownership and participation amongst the employees or otherwise increase their proprietary interest.

b) Total number of Stock Options to be offered and granted

The total number of Stock Options to be granted under the Scheme shall not exceed 1,50,00,000 (One Crore Fifty Lakh). Each Stock Option when exercised would be converted into one equity share of Re. 1/- (Rupee One only) each fully paid-up and shall be issued by the Company to the employee.

In case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Stock Options of the Company are to be issued to the Employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

In case the equity shares of the Company are either consolidated or sub-divided, then the number of Equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Re. 1/- (Rupee One only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

c) Identification of classes of Employees entitled to participate in the Scheme

Following classes of employees are entitled to participate in the Scheme:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a Director of the Company, whether a Whole-Time director or not, including a Non-Executive Director who is not a Promoter or member of the Promoter Group or Non-Executive Chairman of the Company, but excluding an Independent Director;

but shall not include –

- a) an employee who is a promoter or a person belonging to the promoter group; or
- b) a director who, either himself or through his relative or through any Body Corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

The Employees to whom the Stock Options would be granted and their eligibility criteria (including but not limited to performance, merit, grade, conduct and length of service of the Employee) would be determined by the Committee, in its absolute discretion from time to time.

d) Requirements of vesting and period of vesting

The Stock Options granted to any Employee shall vest within the Vesting Period in the manner as set forth in the Grant letter

subject to maximum period of 3 years from the date of grant. There shall be a minimum period of one year between the Grant of Stock Options and Vesting of Stock Options. Subject to the terms of the Scheme, the Vesting of Stock Options shall be time based (period of service) and / or Performance based (market capitalization, revenue, EBITDA, Return on capital employed, underlying sales growth, free-cash flow, underlying operating profit, market share and such other parameters as may be determined by the Committee) as mentioned in the Grant Letter.

e) Maximum period (subject to Regulation 18(1) of SBEB Regulations) within which the Stock Options shall be vested

All the Stock Options granted on any date shall vest not later than 3 years from the date of grant of Stock Options.

f) Exercise price

The exercise price for the purpose of grant of Stock Options shall be the face value of equity shares or such higher value as may be determined by the Committee.

g) Exercise period and the process of exercise

The exercise period would commence from the date of vesting and will expire on completion of maximum exercise period of 3 years from the date of respective vesting or such lesser period as may be decided by the Committee at its sole discretion from time to time and mentioned in the Grant Letter of the Grantee. The Stock Options will be exercised by the Employees by submitting an Exercise Letter as prescribed by the Committee.

The Stock Options will lapse if not exercised within the specified exercise period.

h) The appraisal process for determining the eligibility of the Employees for the Scheme

The Scheme shall apply to all the Employees engaged in such Grades and Levels as may be decided at the discretion of the Committee from time to time. The Employees to whom the Stock Options would be granted and their eligibility criteria (including but not limited to future-fit potential, individual performance, merit, grade, conduct and length of service of the Employee, performance of business of the Company and its Group Companies) would be determined by the Committee, in its absolute discretion from time to time.

i) Maximum number of Stock Options to be issued per Employee and in aggregate under the Scheme

The maximum number of Stock Options granted per Employee will be determined by the Committee on a case to case basis and the aggregate number of Stock Options that may be granted to an identified Employee under the Scheme shall be less than 1% of the issued capital of the Company in any one year at the time of Grant, unless a separate specific approval from shareholders of the Company through Special Resolution is obtained for granting Stock Options that are 1% or more of the issued capital of the Company.

The maximum number of Stock Options, in aggregate, that may be granted pursuant to this Scheme shall not exceed 1,50,00,000 (One Crore Fifty lakh). Each Stock Option when exercised would be converted into one equity share of Re. 1/- (Rupee One only) each fully paid-up and shall be issued by the Company to the employee.

j) Maximum quantum of benefits to be provided per Employee under the Scheme

The maximum quantum of benefits underlying the Stock Options granted to an Employee can be construed to be an amount equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Stock Options, on the basis of difference between the Stock Options Exercise Price and the Market Price of the equity shares on the exercise date.

k) Whether the Scheme is to be implemented and administered directly by the Company or through a trust



The Scheme is proposed to be implemented directly by the Company through the Board / Committee.

l) Whether the Scheme involves new issue of shares by the Company or secondary acquisition or both

The Scheme contemplates only new / fresh / primary issue of equity shares by the Company.

m) Amount of loan to be provided for implementation of the Scheme(s) by the Company to the Trust, its tenure, utilization, repayment terms, etc.

Not applicable as the Scheme is not implemented through Trust.

N) Maximum percentage of secondary acquisition that can be made by the trust for the purpose of the scheme

Not Applicable as the Scheme is not implemented through Trust.

o) A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 of SBEB Regulations

The Company shall comply with the disclosure and accounting policies prescribed in Regulation 15 of SBEB Regulations and any other authorities as applicable, from time to time.

p) Method of valuation of Stock Options by the Company

The Company shall use the Fair Value Method for valuation of the Options as prescribed under the Accounting Standards, as applicable and notified by appropriate authorities from time to time.

q) Declaration

'In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Stock Options shall be disclosed in the Directors' Report and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.'

The said statement is not applicable to the Company since the Company is opting for the Fair Value Method.

r) Period of lock-in

The Equity Shares allotted upon exercise of Stock Options under the Scheme are not subject to any lock in period.

s) Terms & conditions for buyback, if any, of specified securities covered under SBEB Regulations

The Board in accordance with Applicable Laws shall lay down the procedure for buy-back of specified securities issued under this Scheme, to be undertaken by the Company at any time under the SEBI (Buyback of Securities) Regulations, 2018, which shall also include:

- (i) permissible sources of financing for buy-back;
- (ii) any minimum financial thresholds to be maintained by the company as per its last financial statements; and
- (iii) limits upon quantum of specified securities that the Company may buy-back in a financial year.

Pursuant to the provisions of Sections 62(1)(b) of the Companies Act, 2013 and Regulation 6 of the SBEB Regulations, the implementation of the Scheme and the grant of Stock Options to Employees of the Company, approval of the Members by Special Resolutions which are proposed at Item Nos.6 of this Notice respectively.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, concerned or interested, financially or otherwise, in these resolutions, except to the extent of their respective shareholding, if any, in the Company and number of Stock Options which may be granted to them, if any, pursuant to implementation of the Scheme.

The Board recommends the Special Resolutions set out in Item Nos. 6 of this Notice for approval of the Members.

By order of the Board
For SAKUMA EXPORT LIMITED

Place: Mumbai
Date: 26.08.2025

Saurabh Malhotra
Chairman & Managing Director
(DIN:00214500)