

SAINIK FINANCE & INDUSTRIES LIMITED

Regd. Office- 129, Transport Centre, Rohtak Road, Punjabi Bagh, New Delhi – 110035
Corporate Office: 7th Floor, Corporate Office Tower, Ambience Mall, N.H.48, Gurugram-122002
E-mail: info@sainik.org Website: www.sainikfinance.com, CIN: L26912DL1991PLC045449
Telephone No.-011-28315036/0124-2719000 Fax No.-011-28315044/ 0124-2719100

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Members of M/s Sainik Finance & Industries Limited will be held on **Wednesday, 24th day of September, 2025** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") at **11:30 a.m.** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Annual Financial Statements of the Company for the financial year ended on 31st March, 2025 including the audited Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date together with the reports of the Board of the Directors and Auditors thereon.
2. To appoint Sh. Sarvesh Sindhu (DIN: 06545787), who retires by rotation as a Director and being eligible, offers himself for reappointment, and in this regard pass the following resolution as an ordinary resolution:

"RESOLVED THAT Sh. Sarvesh Sindhu (DIN: 06545787), Director of the Company who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company who will be liable to retire by rotation."

SPECIAL BUSINESS:

3. To Approve the re-appointment of Sh. Ramesh Shah (DIN: 00029864), Non-Executive Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof and on the basis of recommendation of the Board of Directors and the Nomination and Remuneration Committee of the Board of Directors of the Company, Sh. Ramesh Shah (DIN 00029864), a Non-executive Independent Director of the Company who is being eligible for re-appointment for a second term and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a Member proposing his candidature for the Office of Director of the Company be and is hereby re-appointed as Non-executive Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 25th June, 2025 till 24th June 2030 and his office shall not be subject to retire by rotation

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may deem necessary or desirable in this regard and to settle all questions, difficulties or doubts that may arise in regard for implementation of the resolution."

4. To Approve the re-appointment of Smt. Nishi Sabharwal (DIN: 06963293) Non- executive, Independent Woman Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof and on the basis of recommendation of the Board of Directors and the Nomination and Remuneration Committee of the Board of Directors of the Company, Smt. Nishi Sabharwal (DIN 06963293), a Non-executive Independent Woman Director of the Company who was appointed as an Independent Woman Director of the Company for a period of 5 years from 12th November, 2020 to 11th November, 2025 and who is being eligible for re-appointment for a second term and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a Member proposing her candidature for the Office of Director of the Company, be and is hereby re-

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appointed as an Non-Executive, Independent Woman Director of the Company for a second term of 5 consecutive years i.e. from 12th November, 2025 to 11th November, 2030 and her office shall not be subject to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may deem necessary or desirable in this regard and to settle all questions, difficulties or doubts that may arise in regard for implementation of the resolution.”

5. To Approve the appointment of M/s. Rakesh Kumar & Associates, Company Secretaries as Secretarial Auditors of the Company.

To consider and approve the appointment of **Rakesh Kumar & Associates**, Company Secretaries as Secretarial Auditors of the Company for a period of 5 consecutive years from financial year 2025-26 to financial year 2029-30 and to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 204 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and pursuant to the provisions of Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular no. SEBI/ HO/ CFD/ CFD – PoD-2/ CIR / P/ 2024/ 185 dated December 31, 2024 on implementation of recommendations of the Expert Committee for facilitating ease of doing business for listed entities (“SEBI Circular”), including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, and on the basis of recommendation of the Board of Directors & Audit Committee of the Board of Directors of the Company, **M/s Rakesh Kumar & Associates**, Company Secretaries (**Peer Review No. 4037/2023**) be and are hereby appointed as Secretarial Auditors of the Company for a period of 5 (Five) consecutive years from financial year 2025-26 to financial year 2029-30, subject to their continuity of fulfilment of the applicable eligibility norms, at an annual remuneration of Rs.50,000/- (Rupees Fifty Thousands Only) plus applicable GST and out of pocket expenses as per actuals incurred for the purpose of the audit or such other remuneration as may be mutually decided by the Board and the Secretarial Auditors.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may deem necessary or desirable in this regard and to settle all questions, difficulties or doubts that may arise in regard for implementation of the resolution.”

6. To consider and approve the material related party transactions with M/s. Purshottam Buildwell Private Limited and to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder and other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company’s Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into Material Related Party Transaction(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with M/s. Purshottam Buildwell Private Limited (PBPL), a related party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for availing inter corporate deposits/loan to the extent up to an amount of Rs.5,00,00,000/-(Rupees Five Crore Only), on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between the related party and the Company, provided that the said transaction(s) shall be carried out in the ordinary course of business and at arm’s length basis.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s) or agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised

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Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.”

By Order of the Board
For Sainik Finance & Industries Limited



Sarvesh Sindhu
Director
DIN: 06545787

Date: 12.08.2025
Place : New Delhi

NOTES:

1. Pursuant to the Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, General Circular No. 10/2022 dated 28th December, 2022, Circular No. 09/2023 dated September 25, 2023 and subsequent Circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (collectively referred to as ‘MCA Circulars’) and Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020 /79 dated 12th May 2020, SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2021 /11 dated 15th January, 2021, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and the latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the SEBI (collectively referred to as ‘SEBI Circulars’) and other applicable circulars and notification issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. The physical attendance of the Members to the AGM venue is not required and general meeting may be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing 33rd AGM through VC/OAVM.

In compliance with the provisions of the Companies Act, 2013 (‘Act’), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and MCA Circulars & SEBI Circulars, the 33rd AGM of the Company is being held through VC / OAVM on **Wednesday, 24th September, 2025 at 11:30 a.m. IST.**
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before 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 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 AGM without restriction on account of first come first served basis.
3. The deemed venue for the 33rd AGM shall be the Registered Office of the Company situated at 129, Transport Centre, Rohtak Road, Punjabi Bagh, New Delhi- 110035.
4. The relevant details, pursuant to 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment of Directors at this AGM is annexed.
5. 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 the Circulars issued by the Ministry of Corporate Affairs and SEBI from time to time, 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the provisions of MCA / SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However the body

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corporates are entitled to appoint authorized representative to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

7. The Register of Members and Share Transfer Books of the Company will be closed from **Friday, 19th September, 2025 to Wednesday, 24th September, 2025 (both days inclusive)** for the purpose of holding Annual General Meeting of the Company.
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form. Further transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, the members holding shares in physical form are requested to consider converting their holdings to dematerialized form. The Members can contact the Company or Company's Registrars and Transfer Agent, Indus Shareshree Private Limited (erstwhile known as Indus Portfolio Private Limited) ("ISPL"), having its corporate office at G-65, Bali Nagar, Delhi -110015 Ph. No. 011-47671214 for assistance in this regard.
9. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with ISPL in case the shares are held by them in physical form.
10. Members are requested to update KYC & intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to ISPL in case the shares are held by them in physical form. The prescribed forms along with required documentary proofs for such changes will be submitted to DP & RTA as the case may be.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. The said form can be downloaded from the website of the Company and RTA. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to ISPL in case the shares are held in physical form.
12. Online Dispute Resolution (ODR) Portal is introduced by SEBI vide its Master Circular SEBI/ HO/ OIAE/ OIAE_IAD1/ P/ CIR/ 2023/145 dated 11th August, 2023, which is in addition to the existing SCORES 2.0 portal which can be utilized by the investors and the Company for dispute resolution. Please note that the investors are advised to initiate dispute resolution through the ODR portal only if the Company does not resolve the issue itself or it is not resolved through SCORES 2.0 portal.
13. SEBI has mandated submission of PAN and the Bank details by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to ISPL.
14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before 22st September, 2025 through email on legal.secretarial@sainikmining.com. The same will be replied by the Company suitably.
15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or ISPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate/letter of confirmation will be issued to such Members after making requisite changes.
16. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report for the financial year 2024-25 will also be available on the Company's website www.sainikfinance.com, on websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL (agency for providing the remote e-voting facility) www.evoting.nsdl.com
17. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder and regulation 36 of SEBI Regulations, the copy of the Annual Report including Annual Financial Statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ID's with their respective depository participants or with the Registrar and Share Transfer Agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual

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Report, you may send your request to rs.kushwaha@indusinvest.com or legal.secretarial@sainikmining.com mentioning your Folio/DP ID & Client ID.

18. Notice of AGM shall be send electronically to the members / shareholders whose name are appeared on Friday 29th August, 2025 in the records of Depository and Register of Members maintained by RTA and whose email addresses are registered with the Company / Depositories / RTA
19. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
20. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
22. Instructions for e-voting and joining the AGM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- ii. The remote e-voting period commences on Sunday, 21st September, 2025 (9:00 a.m. IST) and ends on Tuesday, 23rd September, 2025 (5:00 p.m. IST). During this period, the Members whose name appear in the register of members / beneficial owners as on the record date (cut-off date) i.e. **Friday, 19th September, 2025**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.
- iii. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date, being i.e. **Friday, 19th September, 2025**.
- iv. The Board of Directors has appointed Ms. Payal Sharma (M. No. FCS 8053, CP No. 8116) Proprietor of **M/s. Payal Sharma**, Practicing Company Secretary, Noida, as the Scrutinizer to scrutinize the voting process during the AGM and remote e-voting process in a fair and transparent manner.
- v. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- vi. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **Friday, 19th September, 2025**, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- vii. The details of the process and manner for remote e-voting are explained herein below:

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 issued 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	Login Method
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shareholders	
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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 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. 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 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 NSDL e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 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. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for CDSL Easi / Easiest facility, they 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 use your existing my easi username & password. After successful login of Easi/Easiest the user will be able to see the e- Voting page. The e-voting page will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. If the user is not registered for Easi/Easiest, option to register is available at CSDL website www.cdslindia.com and click on login & New system myeasi Tab and then click on registration. Alternatively, the user can directly access e-Voting page by providing demat Account

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	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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or e-Voting service provider-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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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.com or call at 022-4886 7000
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 -21-09911

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?

- 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, 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.
- 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***

- Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

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- 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. 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.com 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 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 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 / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to espaulsharma@yahoo.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 2) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on <https://www.evoting.nsdl.com> to reset the password.
- 3) In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022-4886 7000 or send a request to Mr. Narendra Dev at evoting@nsdl.com

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:

Physical Holding	Send a request to the Registrar & Transfer Agents of the Company, ISPL at rs.kushwaha@indusinvest.com mentioning Folio No., Name of shareholder, scanned copy of the
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	share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) for registering email address, and scanned copy of the cancelled cheque bearing the name of the first shareholder shall be provided to update the Bank Account details of the Shareholders.
Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account by providing 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) or any other documents as advised by your DP. If Shareholder is an Individual shareholders holding securities in demat mode, you may refer to the login method explained at step 1 (A) i.e. <u>Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode..</u>
Alternatively	The shareholder / members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents
Voting	In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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.
5. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
6. Members may note that the VC / OAVM Facility, provided by NSDL, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come- first-served principle.

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

1. Member will be provided with a facility to attend the 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. Shareholders, who would like to express their view/ ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, may register themselves as a Speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at legal.secretarial@sainikmining.com at least 72 hours in advance before the start of the meeting i.e. by Sunday, 21st September, 2025 by 11:30 A.M. (IST). Those

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Shareholders who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the AGM, depending upon the availability of time.

6. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
7. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the 33rd AGM.

OTHER INSTRUCTIONS AND RESULTS DECLARATION:

- 1) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and prepare, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- 2) The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.sainikfinance.com and on the website of NSDL <https://www.evoting.nsdl.com>. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

By Order of the Board of Directors

For SAINIK FINANCE & INDUSTRIES LIMITED

Place: New Delhi
Dated: 12.08.2025



Sarvesh
Sarvesh Sindhu
Director
DIN: 06545787

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 17(11) AND REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LISTING REGULATIONS, 2015")

ITEM NO. 2 OF NOTICE OF AGM

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting (in pursuance of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Brief Resume/ Profile of Non -executive Directors being re-appointed:

Name	Sh. Sarvesh Sindhu	
DIN	06545787	
Age	33 Years	
Date of Appointment	25-06-2020	
Qualification	He has MBA degree from Boston University, United States of America.	
Expertise in specific functional area	He has pursued one year management studies from Boston University, United States of America. He is passionate about technology as a tool to solve problems. His expertise lies in renewable energy, drones, software automobiles (specifically Engines). As an entrepreneur, he comprehends the commitment and effort needed to transform an idea into a tangible reality and a successful business. He strongly advocates for the significance of protecting intellectual property rights in conjunction with idea creation. His guiding principle is to believe in oneself and one's vision while embracing risks without fear.	
Names of listed entities in which he holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	He does not hold directorship in any other listed Company and the membership of committees of the board of any other listed company. He did not resign from any of listed Company during past three years.	
Shareholding in the Company including shareholding as a beneficial owner shareholding in the Company	2,49,232 Equity Shares of Rs.10/- each fully paid up.	
Relationship with any Director(s) of the Company	He is not related with any director of the Company, however, he is relative of Sh. Rudra Sen Sindhu, one of the promoter of the Company.	
Name of the listed entity in which he holds directorship and the Membership of Committees of the board along with listed entities from which he has resigned in the past three years;		
Name of the Company	Directorship	Committee Membership (Audit / Stakeholders Relationship Committee)
Sainik Finance & Industries Limited	Director	Audit Committee- Member (w.e.f. 28.05.2025) Stakeholders Relationship Committee- Member (w.e.f. 28.05.2025)
He has not resigned from any listed company in the past three years.		

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 2 of this Notice.

The Board is of the view that the knowledge and experience of Sh. Sarvesh Sindhu will be of immense benefit and value to the Company and therefore, recommends the Resolution set forth at Item No. 2 to be passed as an **Ordinary Resolution**.

ITEM NO. 3 OF NOTICE OF AGM

Sh. Ramesh Shah was appointed as an Additional Director (Independent Director) on the Board of your Company on 25th June, 2020 and his appointment was approved by the members at the AGM held on 30th September, 2020 to hold the office for first term of 5 years from, 25th June 2020 to 24th June 2025 and accordingly his first term as an Independent Director was completed on 24th June, 2025. In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to approval of shareholders.

Sh. Ramesh Shah is willing to act as an Independent Director of the Company and has given his consent for the same. He is eligible to be re-appointed as a Director in terms of section 164 of the Companies Act, 2013 and Company has also received a declaration from him confirming that he meets all the criteria of Independence as mentioned under Section 149(6) of the Companies Act, 2013, read with the rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (LODR) Regulations, 2015.

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The Nomination & Remuneration Committee and Board of Directors after considering the performance evaluation report, his skills, vast experience and expertise, recommended the re-appointment of Sh. Ramesh Shah as an Non executive Independent Director of the Company for a second term of 5 years effective from 25th June, 2025 to 24th June, 2030.

In the opinion of the Board, Sh. Ramesh Shah fulfils the conditions for re-appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 and he is not debarred from holding the office of director by virtue of any order of SEBI/MCA or any other statutory authorities. Company has also received Certificate of Non-disqualification of Directors from Practising Company Secretaries. He is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting (in pursuance of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Brief Resume/ Profile of Non –executive, Independent Directors being re-appointed:

Name	Sh. Ramesh Shah	
DIN	00029864	
Age	67 years	
Date of Appointment	25-06-2020	
Qualification	He is qualified Chartered Accountant and Cost Accountant.	
Expertise in specific functional area	He has completed a bachelor's degree in science from University of Kashmir in the year 1977 and is a fellow member of the Institute of Chartered Accountants of India and is a qualified Cost Accountant. He has extensive experience of heading functions like statutory audit, taxation, accounts, finance, costing, MIS, internal and management audit, commercial, administration, material management, systems and controls, mergers, acquisition, takeovers etc.	
Remuneration (including Sitting fees)- Last drawn & Proposed to be paid	He shall be paid sitting fee for attending meetings of the Board or Committees thereof.	
Shareholding in the Company including shareholding as a beneficial owner shareholding in the Company	NIL	
Relationship with any Director(s) of the Company	Not related to any other Director / Key Managerial Personnel (i.e. No inter-se relation).	
Name of the listed entity in which he holds directorship and the Membership of Committees of the board along with listed entities from which he has resigned in the past three years;		
Name of the Company	Directorship	Committee Membership (Audit / Stakeholders Relationship Committee)
Sainik Finance & Industries Limited	Director	Audit Committee- Member
Apex Capital and Finance Limited	Director	Audit Committee- Chairperson Stakeholders Relationship Committee- Member
Sindhu Trade Links Limited	Director	Audit and Stakeholders Relationship Committee- Chairperson
He has not resigned from any listed company in the past three years.		

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 3 of this Notice.

The Board is of the view that the knowledge and experience of Sh. Ramesh Shah will be of immense benefit and value to the Company and, therefore, recommends the Resolution set forth at Item No. 3 to be passed as a **Special Resolution**.

ITEM NO. 4 OF NOTICE OF AGM

Smt. Nishi Sabharwal was appointed as an Additional Director (Independent Woman Director) on the Board of your Company on 12th November, 2020 and her appointment was approved by the members at the AGM held on 30th September, 2021 to hold the office for first term of 5 years from, 12th November 2020 to 11th November 2025 and accordingly her first term as an Independent Woman Director is being completed on 11th November, 2025. In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to approval of shareholders.

Smt. Nishi Sabharwal is willing to act as an Independent Woman Director of the Company and has given her consent for the same. She is eligible to be re-appointed as a Director in terms of section 164 of the Companies Act, 2013 and Company has also received a declaration from her confirming that she meets all the criteria of Independence as mentioned under Section 149(6) of the Companies Act, 2013, read with the rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (LODR) Regulations, 2015.

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The Nomination & Remuneration Committee and Board of Directors after considering the performance evaluation report, her skills, vast experience and expertise, recommended the re-appointment of Smt. Nishi Sabharwal as an Non executive Independent Woman Director of the Company for a second term of 5 years effective from 12th November, 2025 to 11th November, 2030.

In the opinion of the Board, Smt. Nishi Sabharwal fulfils the conditions for re-appointment as an Independent Woman Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 and she is not debarred from holding the office of director by virtue of any order of SEBI/MCA or any other statutory authorities. Company has also received Certificate of Non-disqualification of Directors from Practicing Company Secretaries. She is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting (in pursuance of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Brief Resume/ Profile of Non –executive, Independent Woman Directors being re-appointed:

Name		Smt. Nishi Sabharwal
DIN		06963293
Age		65 years
Date of Appointment		12-11-2020
Qualification		She is an ex-banker and has master degree in Economics.
Expertise in specific functional area		She is an accomplished corporate leader with vast experience as senior positions across diversified & premium organization such as Shyam Telecom Ltd, CITI Bank NA, American Express Bank, Standard Chartered Bank & Axis Bank. Mrs. Nishi Sabharwal specializes in Client Experience Management, Relationship Banking, Wealth Management, Private – Business Development Banking, International Trade Services, Branch-Team Building Banking, Channel Partners Management. She is proficient in building and mentoring teams, business development and relationship management with great business acumen & leadership quality. She has spent most of her career in Multi National Co., working in multitude of roles that involved large transformations of personnel's & business as well by working closely with their founders, CEO, CFO, COO to define organization strategy & executing on it. Mrs. Nishi Sabharwal is passionate about increasing participation of Woman in the corporate world. She conceptualized and led a Woman's network at her previous organizations.
Remuneration (including Sitting fees)- Last drawn & Proposed to be paid		She shall be paid sitting fee for attending meetings of the Board or Committees thereof.
Shareholding in the Company including shareholding as a beneficial owner shareholding in the Company		NIL
Relationship with any Director(s) of the Company		Not related to any other Director / Key Managerial Personnel (i.e. No inter-se relation)..
Name of the listed entity in which she holds directorship and the Membership of Committees of the board along with listed entities from which she has resigned in the past three years		
Name of the Company	Directorship	Committee Membership (Audit / Stakeholders Relationship Committee)
Globus Constructors & Developers Limited	Director	Audit Committee- Chairperson
Sainik Finance & Industries Limited	Director	Audit Committee- Chairperson
She has resigned from one listed Company i.e. Shyam Telecom Limited w.e.f.30 th September, 2024 during the period last three years.		

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 4 of this Notice.

The Board is of the view that the knowledge and experience of Smt. Nishi Sabharwal will be of immense benefit and value to the Company and, therefore, recommends the Resolution set forth at Item No. 4 to be passed as a **Special Resolution**.

ITEM NO. 5 OF NOTICE OF AGM

The Appointment of M/s. Rakesh Kumar & Associates, Company Secretaries as Secretarial Auditors of the Company.

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As per the provisions of section 204 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 on Implementation of recommendations of the Expert Committee for facilitating ease of doing business for listed entities ("SEBI Circular"), including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, the Company is required to undertake Secretarial Audit by a Secretarial Auditors who is a Peer Reviewed Company Secretary and annex a Secretarial Audit Report, with the annual report of the company. In terms of the Regulation 24A of SEBI Regulations, on the basis of recommendation of board of directors, a listed entity shall appoint or re-appoint: (i) an individual as Secretarial Auditor for not more than one term of five consecutive years; or (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting

Accordingly, on the basis of recommendation of Board of Directors and Audit Committee of the Board of Directors of the Company in its meetings held on 12th August, 2025, the proposal for appointment of M/s. Rakesh Kumar & Associates, Company Secretaries (Peer Review No. 4037/2023) as Secretarial Auditors of the Company for a period of 5 (Five) consecutive years from financial year 2025-26 to financial year 2029-30 be placed before the ensuing annual general meeting for seeking the approval of the shareholders of the Company.

Disclosure as per Regulation 36 (5) of SEBI (LODR) Regulations, 2015 are provided below:

Proposed fee payable to Secretarial Auditors	Annual remuneration of Rs.50,000/- (Rupees Fifty Thousand Only) plus applicable GST and out of pocket expenses as per actuals incurred for the purpose of the audit or such other remuneration as may be mutually decided by the Board and the Secretarial Auditors. In addition to the secretarial audit, M/s Rakesh Kumar & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Director on such terms or conditions as may be decided by the Board and Secretarial Auditors
Terms of Appointment	As per the resolution set out in this Notice read with the Statement hereto.
Material change in the fee payable to auditor (in case of new auditor)	N.A
Basis of recommendation for appointment	The recommendations are based on the fulfilment of the eligibility criteria prescribed by SEBI Listing Regulations, 2015 read with SEBI circular dated December 31, 2024, provisions of the Companies Act, 2013 read with rules made thereunder along with the experience of the firm in Secretarial Audit activities.
Auditor's credentials	Mr. Rakesh Kumar is a Commerce & Law Graduate and Qualified Fellow Member of the Institute of Company Secretaries of India. He is having experience of more than 12 years in the field of Legal and Secretarial matters. He established proprietorship firm in the name and style of M/s Rakesh Kumar & Associates, Company Secretaries. The firm has bunch of other two professional Company Secretaries and 8 Nos. of interns. They all are having rich experience of providing Corporate Legal and Secretarial and Advisory Services. The firm has vast experience in the field of ROC matters, SEBI, SAST, Corporate Advisory, Issue Management, Company Law, and Trademarks Registrations etc.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 5 of this Notice.

The Board recommends the Resolution set forth at Item No. 5 to be passed as an **Ordinary Resolution**.

ITEM NO. 6 OF NOTICE OF AGM

The Company is Non-Banking Finance Company registered with Reserve Bank of India and engaged in investment and finance business. The Company intends to enter into financial transaction with a related party to avail inter corporate Deposit (ICD) aggregating upto an amount not exceeding to Rs.5,00,00,000/- (Rupees Five Crore Only) in one or more trenches from M/s. Purshottam Buildwell Private Limited, a Company incorporated in India and is engaged in real estate business activities, which is a related party defined under Regulation 2(1)(zb) of the Listing Regulations, on such terms

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and conditions as the Board may decide from time to time, such related parties transactions to be entered are in ordinary course of business of the Company and are on an arm's length basis and such ICD shall be repayable on demand.

Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the threshold limit for determination of material related party transactions is the lower of Rs.1,000 Cr. (Rupees One Thousand Crore) or 10% (Ten Percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. It is informed to the members that related party transactions proposed to be entered with M/s. Purshottam Buildwell Private Limited (PBPL) exceeds the threshold limits, which would require prior approval of the members by means of an Ordinary Resolution.

Accordingly, on the basis of recommendation of the Audit Committee and the approval of the Board of Director of the Company ('the Board') in their respective meeting held on 12th August, 2025, the Board recommends to the members for seeking their approval for entering into such material related party transactions with PBPL by way of passing an ordinary resolution.

The other information/disclosures as required under applicable provisions of the Companies Act, 2013 read with Rules made thereunder and SEBI Listing Regulations are furnished hereunder:

Name of Related Party	M/s. Purshottam Buildwell Private Limited (PBPL)
Name of the Director / KMP who is related and nature of relationship	Sh. Sarvesh Sindhu, Non -executive Director of the Company and his relatives are also the Directors and Shareholders of PBPL.
Nature, material terms, monetary value and particulars of the contract or arrangement	The Company propose to enter a related party transaction to avail ICD/Loan aggregating upto an amount not exceeding of Rs.5,00,00,000/- (Rupees Five Crore Only) in one or more trenches from M/s Purshottam Buildwell Private Limited (PBPL). Such ICD/Loan is repayable on demand. The proposed related party transaction(s) would be carried out as part of the business requirements of the Company in ordinary course of business and on arm's length basis.
Any advance paid or received for the contract or arrangement, if any.	NIL
Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract.	The proposed transactions would be carried out as part of the business requirements of the Company in ordinary course of business and on arm's length basis.
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors.	All factors have been considered.
Any other information relevant or important for the members to take a decision on the proposed resolution.	NIL.

None of the Directors and Key Managerial Personnel of the Company except Sh. Sarvesh Sindhu, Non-Executive Director of the Company, who is member of PBPL along with his relatives, are in any way concerned or interested financially or otherwise in the said resolution. As per Regulation 23 of the Listing Regulations, 2015 read with applicable provisions of the Companies Act, 2013, all related parties interested in above said resolution are prohibited to vote to approve the resolutions set out in Item No. 6 of this Notice.

Therefore, the Board recommends the resolution set forth at Item No. 6 to be passed as an **Ordinary Resolution**.

By Order of the Board of Directors
For SAINIK FINANCE & INDUSTRIES LIMITED

Date: 12.08.2025
Place: New Delhi



Sarvesh Sindhu
Sarvesh Sindhu
Director
DIN: 06545787