

NOTICE OF THE TWENTY FOURTH EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 24th Extra-ordinary General Meeting of the Members of Suguna Foods Private Limited will be held on Wednesday, the 11th day of March 2026 at 10:00 a.m. at Board Room of the Corporate Office, UNITEA Building, 2nd Floor, No.3, Savithri Shanmugam Road, Racecourse, Coimbatore-641018 to transact the following business(es):

SPECIAL BUSINESS

1. To regularise the appointment of Statutory Auditors to fill casual vacancy caused by resignation

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

“RESOLVED THAT pursuant to the provisions of Section 139(8), Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation/appointment made by the Board of Directors at its meeting held on 21st February 2026, M/s. V. Narayanan & Co. Chartered Accountants (Firm Regn No. 002398S), be and is hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No.: 101248W/W-100022), who resigned vide letter dated January 28, 2026 and to hold office from 21st February 2026, until the conclusion of the ensuing Annual General Meeting of the Company to be held for the year 2026 at such remuneration fixed by the Board of Directors of the Company plus reimbursement for out-of-pocket expenses and applicable taxes in connection with the audit of the Company.

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

Suguna Foods Private Limited

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CIN : U01222TZ1994PTCOO4951

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2. To issue Equity shares on preferential basis to M/s. Suguna Holdings Private Limited (Holding Company)

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

“RESOLVED THAT in accordance with the provisions of sections 42, 62 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and such other rules and regulations framed there under as may be amended from time to time and subject to Memorandum and Articles of Association of the Company the consent of the shareholders be and is hereby accorded to create, offer, issue, and allot 16,44,737 (Sixteen Lakh Forty Four Thousand Seven Hundred and Thirty Seven only) Equity Shares issued at ₹760/- per share (Face value ₹ 10/- (Rupees Ten only) with a premium of ₹750/- each) amounting to ₹125,00,00,120 (Rupees One Hundred Twenty-Five crores One Hundred and Twenty Only) in one or multiple tranches on preferential basis to M/s. Suguna Holdings Private limited.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Mr. Vignesh Soundararajan, Managing Director be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary in this regard.”

By Order of the Board of Directors

Sd/-

Maripriya Arumugam
Company Secretary
M.No.: 72621

Place: Coimbatore
Date: 03.03.2026

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NOTES:

a) 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 THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

b) Proxies in order to be effective should be duly completed, stamped and signed and must be deposited at the Corporate Office of the Company not less than 48 hours before the time for holding the Extra ordinary General Meeting.

c) Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Extra ordinary General Meeting.

d) Members desirous of obtaining any information as regards to accounts of the Company are requested to write to the Company at least 48 hours before the Meeting, so that the information required will be made available at the Extra ordinary General Meeting.

e) Members/Proxies are requested to bring the duly filled in attendance slip(s).

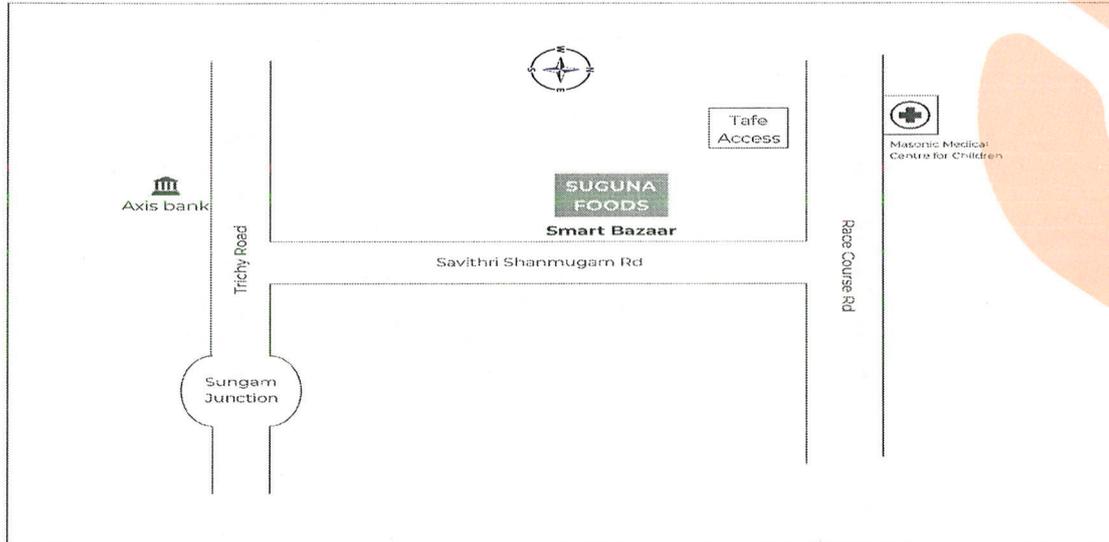
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EGM HALL - ROUTE MAP



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EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013

Item No. 1

The Company's Statutory Auditors, M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No.: 101248W/W-100022), have resigned from the office of Statutory Auditors of the Company vide their resignation letter dated January 28, 2026, thereby causing a casual vacancy of Statutory Auditors.

In terms of Section 139(8) of the Companies Act, 2013, any casual vacancy in the office of Statutory Auditor arising due to resignation shall be filled by the Board of Directors within 30 (thirty) days and such appointment shall also be approved by the members of the Company in a General Meeting convened within 3 (three) months of the recommendation of the Board.

Accordingly, the Board of Directors at its meeting held on 21st February 2026, considered and appointed M/s. V. Narayanan & Co. Chartered Accountants (Firm Regn No. OO2398S) to fill the casual vacancy caused due to resignation.

M/s. V. Narayanan & Co. Chartered Accountants have conveyed their consent to act as Statutory Auditors of the Company and have confirmed that their appointment, if approved, would be in accordance with the provisions of Sections 139 and 141 of the Companies Act, 2013 and the rules made thereunder.

None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested (financially or otherwise) in the said resolution.

The Board recommends the Ordinary Resolution set out in Item No. 1 of the Notice for approval by the members.

Item No. 2

The Board of Directors at their meeting held on 21st February 2026, had approved the offer and Issuance of 16,44,737 (Sixteen Lakh Forty Four Thousand Seven Hundred and Thirty Seven) Equity Shares issued at ₹760/- per share (Face value ₹10/- (Rupees Ten only) with a premium of ₹750/- each) amounting to ₹125,00,00,120/- (Rupees One Hundred Twenty-Five crores One

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Hundred and Twenty only) in one or multiple tranches on preferential basis to M/s. Suguna Holdings Private limited (Holding Company).

Pursuant to section 42 and 62 of the Companies Act read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 (“Rules”) framed there under, inter alia, requires a company to obtain the prior approval of the Shareholders, by way of a Special Resolution for issuance of equity shares on preferential basis to M/s. Suguna Holdings Private Limited (Holding Company).

Given below is a statement of disclosures as required under the applicable provisions of the Companies Act, 2013 read with Rules made thereunder and the terms of issue of the Equity shares:

(i) Particulars of the offer including date of passing of Board resolution	Issue of equity shares on preferential basis to Holding Company approved by Board on 21 st February 2026
(ii) Object of the issue	To meet out the long-term capital requirements of the Company
(iii) Kinds of securities offered and the price at which security is being offered;	Equity shares at the price of ₹760/- per share at the face value ₹ 10 each with a premium ₹750/- per share
(iv) The total number of shares or other securities to be issued	16,44,737 equity shares at ₹760/- per shares. The issue size is ₹ 125,00,00,120/- (Rupees One Hundred Twenty-Five Crores One Hundred and Twenty only)
(v) The price or price band at / within which the allotment is proposed	The issue price will be ₹760/- per share. The face value of ₹ 10/- each with a premium of ₹750/- per share
(vi) Basis on which the price has been arrived at along with report of the registered valuer and their address	Price has been arrived based on Discounted Cash Flow Method and Valuation report received from Mr. K. Paramasivam, Chartered Accountant & IBBI Registered Valuer.
(vii) Relevant date with reference to which the price has been arrived at	The price arrived at DCF method, the valuation is based on unaudited financial statement as on 31 st December 2025 and future

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	performance of the Company for projection of next 5 years (FY 2026 to 2030)
(viii) Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:	<p>There are no material terms for raising securities. Equity shares raised for long term capital requirements, promoters and Directors have not contributed to this offer.</p> <p>Securities charges are not applicable as there are no assets charged.</p>
(ix) The class or classes of persons to whom the allotment is proposed to be made	The Equity shares are proposed to be issued to existing equity share holder M/s. Suguna Holdings Private Limited (Holding Company) on preferential basis
(x) Intention of promoters, directors or key managerial personnel to subscribe to the offer;	<p>To infuse share capital into the Company from M/s. Suguna Holdings Private Limited. (Holding Company).</p> <p>The Directors and Promoters Mr. B. Soundararajan, Mr. G.B. Sundararajan and Mr. Vignesh Soundararajan are interested in this offer to the extent of controlling ownership in Suguna Holdings Private Limited. Remaining Directors and Key Managerial Personnel do not have any material interest in this offer.</p>
(xi) The proposed time within which the allotment shall be completed	The Company may undertake the offer and allotments in one or multiple tranches within 3 months of offer approval; for each tranche, allotment shall be completed within 30 (thirty) days of receipt of application money pertaining to that tranche.
(xii) The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	The proposed allottee is M/s. Suguna Holdings Private Limited. (Holding Company)

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	Post allotment M/s. Suguna Holdings Private Limited will hold 99.87% of equity share capital of the Company.
(xiii) The change in control, if any, in the company that would occur consequent to the preferential offer;	No changes in control
(xiv) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.	No allotment made during the year
(xv) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Not Applicable
(xvi) Pre issue and post issue share holding pattern of the Company	The pre issue and post issue equity shareholding pattern mention below

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PRE-ISSUE AND POST-ISSUE EQUITY SHAREHOLDING PATTERN

Sl. NO.	Category	Pre-Issue		Post Issue	
		No. of Share held	% of Share holding	No. of Share held	% of Share holding
A.	Promoter holding				
1	Indian				
	Individual	0	0	0	0
	Bodies Corporate	25108714	99.86	26753451	99.87
	Sub -Total	25108714	99.86	26753451	99.87
2	Foreign Promoters	0	0	0	0
	Sub-Total (A)	25108714	99.86	26753451	99.87
B.	Non- Promoters Holding				
1.	Institutional Investor	0	0	0	0
2.	Non Institutional Investors				
	Private Corporate Bodies	666	0.00	666	0.00
	Directors and relatives	0	0	0	0
	Indian Public	34897	0.14	34897	0.13
	Others (Including Non-Resident) Indians (NRIs)	0	0	0	0
	Sub- Total (B)	35563	0.14	35563	0.13
	GRAND TOTAL	25144277	100.00	26789014	100.00

Accordingly, the approval of the Members is being sought, by way of a Special Resolution, to offer and issue of Equity Shares on preferential basis to M/s. Suguna Holdings Private Limited (Holding Company).

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The promoters Mr. B. Soundararajan, Director, Mr. G.B. Sundararajan, Director, Mr. Vignesh Soundararajan, Managing Director are interested in this resolution.

None of the Directors other than above said, Key Managerial Personnel or their relatives is concerned or interested financially set out in the special business Item No.2 of the Notice.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

By Order of the Board of Directors

Sd/-

Maripriya Arumugam
Company Secretary
M.No.: 72621

Place: Coimbatore
Date : 03.03.2026

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

24th Extra-ordinary General Meeting on 11th day of March, 2026

Name of the member(s) :	:
Registered address :	:
Email Id :	:
Folio No :	:

I / We, being the member (s) of..... shares of M/s. Suguna Foods Private Limited, hereby appoint

1. Name :
Address :
Email-ID :
Signature : or failing him
2. Name :
Address :
Email-ID :
Signature :

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 24th Extra-ordinary General Meeting of the Company, to be held on Wednesday, the 11th day of March, 2026 at 10:00 a.m. at Board Room of the Corporate Office, UNITEA Building, 2nd Floor, No.3, Savithri Shanmugam Road, Racecourse, Coimbatore-641018 and at any adjournment thereof in respect of such resolution as indicated below:

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Resolutions
1. TO REGULARISE THE APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY CAUSED BY RESIGNATION
2. TO ISSUE EQUITY SHARES ON PREFERENTIAL BASIS TO M/S. SUGUNA HOLDINGS PRIVATE LIMITED (HOLDING COMPANY)

Signed this..... day of..... 2026

Signature of Shareholder:

Signature of Proxy Holder:

Affix
Rupee 1
Revenue
Stamp

Notes:

1. This form of Proxy, in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.

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ATTENDANCE SLIP

I hereby record my presence at the 24th Extra-ordinary General Meeting of the Company held Wednesday, the 11th day of March, 2026 at 10:00 a.m. at the Board Room of the Corporate Office, UNITEA Building, 2nd Floor, No.3, Savithri Shanmugam Road, Racecourse, Coimbatore-641018

Folio No: _____

Full Name of the Shareholder/Proxy
(In Block Letters)

Signature of Shareholder/Proxy

Notes:

1. Member/Proxy must bring the attendance slip to the meeting and hand it over, duly signed, at the registration counter.
2. Copy of the Notice may please be brought to the Meeting Hall.

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