

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF SINDHU TRADE LINKS LIMITED (THE "COMPANY") WILL BE HELD ON 18TH DAY OF JUNE 2026 AT 129, TRANSPORT CENTRE, ROHTAK ROAD, PUNJABI BAGH, DELHI - 110035 ON 03:00 P.M (IST) THROUGH VIDEO CONFERENCE (VC)/OTHER AUDIO-VISUAL MEANS (OAVM) FACILITY TO TRANSACT THE BUSINESS AS SPECIFIED HEREIN.

SPECIAL BUSINESS:

1. TO CONSIDER AND APPROVE INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE (CLAUSE V) OF THE MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 14, 61, 64, and other applicable provisions of the **Companies Act, 2013** read with the rules made thereunder, the consent of members of the Company be and is hereby accorded for an increase in the Authorized Share Capital of the Company from INR 156,00,00,000/- divided into 156,00,00,000 equity shares of INR 1/- each to INR 196,00,00,000/- divided into 186,00,00,000 equity shares of INR 1/- and 10,00,00,000 Preference Shares of INR 1/- each.

RESOLVED FURTHER THAT consent of members of the Company be and hereby accorded, for alteration of Clause V of the Memorandum of Association, and the existing Clause V of Memorandum of Association of the Company be and is hereby amended by substituting new Clause V as set out below.

V. the Authorized share capital of the company is INR 196,00,00,000/- divided into 186,00,00,000 equity shares of INR 1/- and 10,00,00,000 cumulative compulsory convertible preference shares of INR 1/- each.

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

2. TO APPROVE PROPOSED MATERIAL RELATED PARTY TRANSACTIONS:

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws, rules, regulations and guidelines (including any statutory modification(s) or re-enactment(s) thereof), and the Company’s Policy on Materiality of and Dealing with Related Party Transactions, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to enter into the related party transactions for acquisition of

- 53.67% equity shareholding, comprising 11,300 Equity Shares, in Advent Coal Resources Pte. Ltd. from Indo Pacific Partners Trust acting through trustee Indo Pacific Partners (PTC) Limited qualifies as a material related party transaction due to the interest of the promoters, Mr. Dev Sindhu as current beneficiary in the Trust, and
- 50.1% equity shareholding (21,36,765 Equity Shares) in Sainik Mining and Allied Services Limited from its shareholders Sainik Mining India Private Limited, Rudra Sen Sindhu, Vir Sen Sindhu, Vrit Pal Sindhu, Abhimanyu Sindhu, Dev Sindhu, and Satyapal Sindhu, as on such terms and conditions as detailed in explanatory statement to the agenda note, at arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors of the Company (including any authorised Committee thereof).

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

3. TO CONSIDER AND APPROVE THE EXECUTION OF THE ADVENT COAL RESOURCES PTE. LTD. TRANSACTION, REVIEW OF VALUATION, EXCHANGE RATIO, ALLOTMENT OF SHARES PARI PASSU, LOCK-IN PROVISIONS, AND UBO DECLARATIONS.

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

RESOLVED THAT the members of the Company hereby approves acquisition of **78.26%** equity shareholding (comprising 16,477 Equity Shares) in Advent Coal



Resources Pte. Ltd. from the following shareholders for a total consideration of INR 697.056 Crores calculated at rate of INR 423047.70/- for each share.

Sr. No.	Name of Selling Shareholders of Advent	Number of shares owned	Shares offered for sale to STLL	% of Sale Shares	Valuation @ Rs 423047.70 for each share- INR crores
1.	Indo Pacific Partners PTC Limited (Trustee of The Indo Pacific Partners Trust)	15878	11,300	53.67%	478.044
2.	Astrea Fund Limited	4122	4122	19.58%	174.380
3.	RMK Investments Pte. Ltd.	395	395	1.88%	16.710
4.	Sub Rosa Partners Pte. Ltd.	264	264	1.25%	11.168
5.	Artham Resources Management - FZCO	264	264	1.25%	11.168
6.	Sharifah Binti Syed Mohamad	132	132	0.63%	5.584
		21055	16,477	78.26%	697.056

RESOLVED FURTHER THAT pursuant to the provisions of section 23(1)(b), 42, 62 and other applicable provisions of the Companies Act, 2013 (the **"Act"**) read with rules made there to (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **"SEBI ICDR Regulations"**), Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the **"Takeover Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **"SEBI Listing Regulations"**), the provisions of the Foreign Exchange Management Act, 1999 (**"FEMA"**) and rules and regulations framed there under as amended, the listing agreements, entered into by the Company with the BSE Limited and National Stock Exchange of India Limited (**"Stock Exchanges"**) on which the Equity Shares of the Company having face value of INR 1/- (Rupees One) each (**"Equity Shares"**) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (**"MCA"**), Securities and Exchange Board of India

(“SEBI”), Reserve Bank of India (“RBI”), and/or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”), and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (“Board”) which term shall be deemed to include any exiting Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board absolute discretion, the consent and approval of the members of the Company (“Members”) be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time in one or more tranches 30,04,55,030 Equity Shares of face value INR 1/- each, at a premium of INR 22.20/- per share, on a preferential basis (private placement) to the specific sellers as mentioned below of Advent Coal Resources Pte. Ltd., to discharge the consideration of INR 697.056 Crores for acquisition of 78.26% equity shareholding (comprising 16,477 Equity Shares) in Advent Coal Resources Pte. Ltd. and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

Sr. No.	Name of Proposed Allottees	Pre-issue shareholding		Number of Equity Shares of the Company to be allotted		% Post issue in Shareholding
		No. of Shares	%	No of Equity shares	Total Consideration	%
1.	Indo Pacific Partners (PTC) Limited (Trustee of The Indo Pacific Partners Trust)	0	0	20,60,53,398	478.044 Crore	11.18
2.	Astrea Fund Limited	0	0	7,51,63,903	174.380 Crore	4.08
3.	RMK Investments Pte. Ltd.	0	0	72,02,752	16.710 Crore	0.39
4.	Sub Rosa Partners Pte. Ltd.	0	0	48,13,991	11.168 Crore	0.26
5.	Artham Resources Management - FZCO	0	0	48,13,991	11.168 Crore	0.26

6.	Sharifah Binti Syed Mohamad	0	0	24,06,995	5.584 Crore	0.13
Total				30,04,55,030	697.056 Crore	16.31

RESOLVED FURTHER THAT the Equity Shares so allotted shall rank pari passu with the existing shares of the Company and in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other applicable laws as may be prevailing at that time.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V and Regulation 161 & 164 of SEBI ICDR Regulations, the "Relevant Date" for the purpose of calculating the price for the issue of Equity Shares is 19th May, 2026 being the date 30 days prior to the date of this Extra-Ordinary General Meeting.

RESOLVED FURTHER THAT the said Equity Shares shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Equity Shares, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Equity Shares in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications etc., in connection therewith and incidental

thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate, and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/ Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution."

4. **TO CONSIDER AND APPROVE PROPOSED ACQUISITION OF 50.1% (21,36,765 EQUITY SHARES) EQUITY SHAREHOLDING IN SAINIK MINING AND ALLIED SERVICES LIMITED AND AUTHORISE THE ISSUE AND ALLOTMENT OF CUMULATIVE COMPULSORY CONVERTIBLE PREFERENCE SHARES (CCPS) ON A PREFERENTIAL BASIS IN CONSIDERATION OF THE SHARE SWAP, ON THE AGREED EXCHANGE RATIO AND ON SUCH CCPS TERMS.**

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

"**RESOLVED THAT** the members of the Company hereby approves acquisition of 50.1% equity shareholding (comprising 21,36,765 Equity Shares) in Sainik Mining and Allied Services Limited from its following shareholders for a total consideration of INR 225.45 Crore calculated at rate of INR 1055.10/- for each share.

Sr. No.	Name of the Selling shareholders of Sainik Mining and Allied Services Limited	Number of Equity Shares of the Sainik Mining and Allied Services Limited to be transferred to the Company	50.10% Sale Shares in Sainik Mining and Allied Services Limited	Valuation @ Rs. 1055.10/- for each share
1.	Sainik Mining India Private Limited (SMIPL)	10,23,600	24%	108,00,00,360
2.	Rudra Sen Sindhu	2,98,374	6.99%	31,48,14,407
3.	Vir Sen Sindhu	2,29,519	5.38%	24,21,65,497
4.	Vrit Pal Sindhu	1,83,615	4.31%	19,37,32,187
5.	Abhimanyu Sindhu	1,60,663	3.77%	16,95,15,531
6.	Satyapal Sindhu	1,26,235	2.96%	12,10,82,221
7.	Dev Sindhu	1,14,759	2.69%	13,31,90,549
Total			50.10%	2,25,45,00,752

RESOLVED FURTHER THAT pursuant to the provisions of section 23(1)(b), 42, 62 and other applicable provisions of the Companies Act, 2013 (the “**Act**”) read with rules made there to (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “**Takeover Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”), , the listing agreements, entered into by the Company with the BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) on which the Equity Shares of the Company having face value of INR 1/- (Rupees One) each (“**Equity Shares**”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (“**MCA**”), Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”), and/or any other competent authorities, (hereinafter referred to as “**Applicable Regulatory Authorities**”) from time to time to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, National Stock Exchange of India Limited (“**NSE**”) and BSE Limited (“**BSE**”), and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (“**Board**”) which term shall be deemed to include any exiting Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board absolute discretion, the consent and approval of the members of the Company (“**Members**”) be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time in one or more tranches 9,71,76,757 Cumulative Compulsorily Convertible Preference Shares (CCPS) of face value INR 1/- each, at a premium of INR 22.20/- per CCPS, on a preferential basis (private placement) to the specific sellers as mentioned below of Sainik Mining and Allied Services Limited, to discharge the consideration of INR 225.45 Crore for acquisition of 50.1% equity shareholding (comprising 21,36,765 Equity Shares) in Sainik Mining and Allied Services Limited, and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

Sr. No.	Name of Proposed Allottees	Pre-issue shareholding		Number of Securities/CCPS of the Company to be allotted			Post conversion Shareholding	
		No. of Shares	%	No of CCPS	% of CCP S	Total Considerati on	No of Equity Shares	%
1.	Sainik Mining India Private	0	0	46551740	47.90	1080000360	46551740	2.40%

	Limited (SMIPL)							
2.	Rudra Sen Sindhu	87912000	5.70	13569587	13.96	314814407	13569587	5.23%
3.	Vir Sen Sindhu	108097500	7.01	10438168	10.74	242165497	10438168	6.11%
4.	Vrit Pal Sindhu	111329280	7.22	8350525	8.59	193732187	8350525	6.17%
5.	Abhimanyu Sindhu	81774000	5.30	7306704	7.52	169515531	7306704	4.59%
6.	Satyapal Sindhu	101003400	6.55	5740972	5.90	133190549	5740972	5.50%
7.	Dev Sindhu	87265200	5.66	5219061	5.37	121082221	5219061	4.77%
	Total	577381380	37.45	97176757	100	22 54500752	97176757	34.78%

RESOLVED FURTHER THAT the Equity Shares allotted on exercise/conversion of the Compulsorily Convertible Preference Shares shall upon conversion rank pari passu with the existing shares of the Company and in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other applicable laws as may be prevailing at that time.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V and Regulation 161 & 164 of SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the price for the issue of CCPS is 19th May, 2026, being the date 30 days prior to the date of this Extra-Ordinary General Meeting.

RESOLVED FURTHER THAT the said CCPS shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said CCPS is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of shall be subject to following terms, and statutory lock-in as per Chapter V of SEBI ICDR Regulation, 2018.

S. No.	Terms	Particulars
1.	Nature	Compulsorily Convertible Cumulative Preference Shares. The CCPS shall be fully paid-up, non-participating (except for preferential dividend), non-redeemable
2.	Face Value & Issue Price	Face Value: INR 1/- per CCPS. Issue Price: INR 23.20/- per CCPS (comprising Face Value of INR 1/- and Securities Premium of INR 22.20/-).

3.	Dividend	CCPS will carry a dividend of 0.1% per annum on cumulative basis.
4.	Tenure & Conversion Timeline	<p>Maximum Tenure: 18 (eighteen) months from the date of allotment ("Final Conversion Date").</p> <p>Early Conversion: Holders may exercise an early conversion option in one or more tranches prior to the Final Conversion Date by giving a 15 Business Days prior written notice.</p>
5.	Conversion and ranking	CCPS shall be convertible into equity shares of the Company at ratio of 1:1, ranking pari-passu in all respects, with existing Equity shares.
6.	Voting Rights	<p>Restricted voting rights. No general voting rights except:</p> <ol style="list-style-type: none"> 1. On resolutions directly affecting the rights attached to the CCPS (e.g., winding up, capital reduction) per Section 47(2) of the Companies Act, 2013. 2. On all resolutions if the dividend remains unpaid for a period of 2 (two) years or more.
7.	Liquidation Preference	In the event of liquidation or winding up (voluntary or involuntary), CCPS holders have absolute priority over equity shareholders to receive the aggregate issue price (Face Value and Premium) along with all accrued and unpaid dividends.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of CCPS, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the CCPS in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of **Equity** Shares of the Company as may be required to be issued and allotted upon exercise/conversion of the CCPS.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect



to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications etc., in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the CCPS and Equity Shares and listing thereof with the Stock Exchanges as appropriate, and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/ Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution. “

For Sindhu Trade Links Limited

Sd/-

Suchi Gupta

Company Secretary & Compliance Officer

Date: 25.05.2026

Place: Gurugram

1. Pursuant to the General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs 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 EGM. 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 e-voting on the date of the EGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.sindhutrade.com/investors-corner/. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

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

The remote e-voting period begins on 15th June, 2026, 2026 at 09:00 A.M. and ends on 17th June, 2026 at 05:00 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. 12th June, 2026, 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 12th June, 2026.

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.	<ol style="list-style-type: none"> 1. 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. 2. 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. 3. 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 4. 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

	<p>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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login 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. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to



	see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) 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.

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.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?

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.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 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 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 by e-mail to cspayalsharma@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 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.: 022 - 4886 7000 or send a request to **Mr. Utkarsh Gupta** 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:

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 corporatecompliance@sindhutrade.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 corporatecompliance@sindhutrade.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through

- remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
 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 EGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM 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" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join 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 views/have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at corporatecompliance@sindhutrade.com. The same will be replied by the company suitably.
6. Registration of Speaker related point needs to be added by company.

EXPLANATORY STATEMENTS**1. TO CONSIDER AND APPROVE INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE (CLAUSE V) OF THE MEMORANDUM OF ASSOCIATION**

In line with the Company's vision for sustained growth, future expansion, and operational requirements, the Board has identified strategic opportunities to strengthen its business portfolio. Therefore, the Company proposes to acquire a 78.26% equity shareholding in Advent Coal Resources Pte. Ltd., Singapore (**Transaction A**) and a 50.1% equity shareholding in Sainik Mining and Allied Services Limited (**Transaction B**) through share swap.

For this purpose, the Company will be required to issue new Equity Shares on a preferential basis in respect of Transaction A, and 0.1% Cumulative Compulsorily Convertible Preference Shares (CCPS) on a private placement basis in respect of Transaction B.

At present, the Company's Authorized Share Capital comprises only equity shares and is insufficient to accommodate the proposed issuances, including the subsequent conversion of CCPS into equity shares. Accordingly, a strategic realignment of the capital structure is necessary to both increase the Authorized Share Capital and create a distinct class of preference share capital alongside equity share capital.

Therefore, it is necessary to increase the Authorized Share Capital of the Company from INR 156,00,00,000/- divided into 156,00,00,000 Equity Shares of INR 1/- each to INR 196,00,00,000/- divided into 186,00,00,000 Equity Shares of INR 1/- and 10,00,00,000 Compulsory Convertible Preference Shares of INR 1/- each, which upon conversion shall rank pari passu with the existing Equity Shares.

For this purpose, the Memorandum of Association of the Company is proposed to be suitably altered by passing Ordinary Resolution/s as set out in item no. 1 of the Notice.

The provision of the Act requires the Company to seek approval of the members for increase and reclassification of the authorised share capital and for alteration of the Capital Clause V of the Memorandum of the Association of the Company. The Board of Directors recommends the resolution at item no. 1 to be passed as Ordinary Resolution/s.

2. TO APPROVE PROPOSED MATERIAL RELATED PARTY TRANSACTIONS:

In order to support the Company's overall growth strategy, operational requirements, and future expansion for long-term value creation, the Board has considered and approved the proposal to acquire a 78.26% equity shareholding in Advent Coal Resources Pte. Ltd., Singapore (**Transaction A**) and a 50.1% equity shareholding in Sainik Mining and Allied Services Limited (**Transaction B**) through share swap. The proposed transactions have been reviewed and recommended by the Audit Committee and subsequently approved by the Board of Directors, subject to the approval of the members. Independent valuation and fairness reports have been obtained to establish that the transaction is being undertaken on an arm's length basis and in the ordinary course of business.

In relation to the overseas acquisition i.e. Transaction A, out of 78.26% acquisition, the acquisition of 53.67% equity shareholding, comprising 11,300 Equity Shares, in Advent Coal Resources Pte. Ltd. from Indo Pacific Partners PTC Limited acting through trustee of The Indo Pacific Partners Trust qualifies as a material related party transaction due to the interest of the promoters, Mr. Dev Sindhu as current beneficiary in the Trust. It is pertinent to note that the Audit Committee and Board has already granted prior approval to the Transaction A in their respective meeting held on 24th April, 2026 and 24th April, 2026. The particulars of the related party transaction are as follows:

Sr. No.	Particulars	Details
1.	Name of the Related Party	Mr Dev Sindhu, beneficiary in Indo Pacific Partners Trust acting through trustee of M/s Indo Pacific Partners PTC Limited the selling shareholder of M/s Advent Coal Resources Pte. Ltd
2.	Name of the Director or key managerial personnel who is related, if any	Mr Dev Sindhu-Promoter
3.	Relationship with the Company	Promoter
4.	Nature, material terms, monetary value and particulars of the contract/arrangement	Indo Pacific Partners Trust acting through trustee Indo Pacific Partners PTC Limited in which Mr Dev Sindhu is beneficiary is selling its 53.67% equity shareholding, comprising 11,300 Equity Shares, in Advent Coal Resources Pte. Ltd, to the Company for consideration of INR 478.044 Crores against share swap i.e. allotment of equity shares of the company for equal amount.

The domestic acquisition (Transaction B), the proposed acquisition of a 50.1% equity shareholding, comprising 21,36,765 Equity Shares, in Sainik Mining and Allied Services Limited also qualifies as a material related party transaction due to the inherent interest of the promoters i.e., the proposed selling shareholders, namely Sainik Mining India Private Limited, Rudra Sen Sindhu, Vir Sen Sindhu, Vrit Pal Sindhu, Abhimanyu Sindhu, Dev Sindhu, and Satyapal Sindhu. It is pertinent to note that the Audit Committee and Board has already granted the prior approval to the Transaction B in their respective meeting held on 22nd May, 2026 and 22nd May, 2026. The particulars of the related party transaction are as follows:

Sr. No.	Particulars	Details
1.	Name of the Related Parties	<p>1. Sainik Mining India Private Limited. The Ultimate Beneficial Owners/shareholders are as follows:</p> <ul style="list-style-type: none">(i) Mr Vir Sen Sindhu(ii) Mr Vrit Pal Sindhu(iii) Mr Abhimanyu Sindhu(iv) Mr Satya Pal Sindhu(v) Mr Dev Sindhu(vi) Mr Saurabh Sindhu(vii) Mr Sarvesh Sindhu <p>2. Mr Rudra Sen Sindhu, 3. Mr Vir Sen Sindhu, 4. Mr Vrit Pal Sindhu, 5. Mr Abhimanyu Sindhu, 6. Mr Dev Sindhu, 7. Mr Satyapal Sindhu.</p>
2.	Name of the Director or key managerial personnel who is related, if any	<p>1. Mr Rudra Sen Sindhu, 2. Mr Vir Sen Sindhu, 3. Mr Vrit Pal Sindhu, 4. Mr Abhimanyu Sindhu, 5. Mr Dev Sindhu, 6. Mr Satyapal Sindhu, 7. Mr Saurabh Sindhu 8. Mr Sarvesh Sindhu</p>
3.	Relationship with the Company	Promoters and / or Promoter Group

4.	Nature, material terms, monetary value and particulars of the contract/arrangement	Sainik Mining India Private Limited, Rudra Sen Sindhu, Vir Sen Sindhu, Vrit Pal Sindhu, Abhimanyu Sindhu, Dev Sindhu, and Satyapal Sindhu, are selling their 50.1% equity shareholding, comprising 21,36,765 Equity Shares, in Sainik Mining and Allied Services Limited, to the Company for consideration of INR 225.45 Crore against share swap i.e. allotment of compulsory convertible preference shares of the Company for equal amount.
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As per provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws, rules, regulations and guidelines (including any statutory modification(s) or re-enactment(s) thereof), and the Company's Policy on Materiality of and Dealing with Related Party Transactions, such related party transactions require the prior approval of the members of the Company by way of a resolution.

Save and except the abovementioned Promoters/ Directors and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in the passing of this resolution.

Accordingly, the members are requested to consider and approve the proposed material related party transactions as set out in item no. 2 of the Notice, by passing a Ordinary resolution.

3. TO CONSIDER AND APPROVE THE EXECUTION OF THE ADVENT COAL RESOURCES PTE. LTD. TRANSACTION, REVIEW OF VALUATION, EXCHANGE RATIO, ALLOTMENT OF SHARES PARI PASSU, LOCK-IN PROVISIONS, AND UBO DECLARATIONS.

Information as required under Section 23(1)(b), 42, 62 and Rule 13(2) (d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and regulation 163 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") is mentioned hereunder:

(i) Particulars of the Preferential Issue including date of passing of Board resolution and maximum number of specified securities to be issued

The Board of Directors at its meeting held on 24th April, 2026, had, subject to the approval of the Members and such other approvals as may be required,

approved the issuance of 30,04,55,030 Equity Shares of face value INR 1/- each, at a premium of INR 22.20/- per share, on a preferential basis (private placement) to the specific selling shareholders of Advent Coal Resources Pte. Ltd, to discharge the consideration of INR 697.056 Crore for acquisition of 78.26% equity shareholding (comprising 16,477 Equity Shares) in Advent Coal Resources Pte. Ltd..

(ii) Kinds of securities offered and the price at which security is being offered

The Board of Directors in its meeting held on 24th April, 2026, had approved the proposal of making preferential allotment of below mentioned Securities to selling shareholders of Advent Coal Resources Pte. Ltd:

30,04,55,030 Equity Shares of face value INR 1/- each, at a premium of INR 22.20/- per share, on a preferential basis (private placement) to aggregating upto INR 697.056 Crore. The above said price is arrived at in accordance with the Chapter V of SEBI ICDR Regulations ("Issue Price").

(iii) Objects of the Preferential Issue

In order to advance the Company's overall growth strategy, meet operational requirements, and support future expansion for long-term value creation, the Board has proposed the acquisition of a target companies possessing significant assets and strategic value. To facilitate this acquisition, it is proposed that the consideration be discharged through the issuance of Equity Shares on a private placement basis.

The issuance of Equity Shares will enable the Company to structure the transaction efficiently, conserve cash resources, and align the interests of the target company's stakeholders with those of the Company. These Equity Shares will rank *pari passu* with the existing equity shares.

(iv) Basis on which the price has been arrived at and justification for the price (including premium, if any) at which offer or invitation is being made

The Board of Directors have fixed the issue price at INR 23.20/- per Equity Share which is higher than the floor price of INR 23.13/-based on the Valuation Report dated 19th May, 2026 issued by Mr. Rajan Sahdev and Valuation Report dated 19th May, 2026 issued by M/s Resurgent India Limited and the Fairness Opinion issued by M/s SKI Capital Services Limited.

The Board of the Company has fixed that the Equity Shares will be issued at face value INR 1/- each, at a premium of INR 22.20/- per Equity Share.

The Equity Shares of the Company are listed on National Stock Exchange of India Limited ("NSE") as well as on BSE Limited ("BSE"), the shares were frequently traded on and the trading volume of Equity Shares of the Company was higher on NSE during the preceding 90 trading days prior to the Relevant

Date for computation of issue price. Therefore, trading volume of the Equity Shares on the NSE has been considered to determine the issue price. Furthermore, in compliance with Regulation 164(1) of the SEBI ICDR Regulations, the floor price has been determined as the higher of the 90 trading days' Volume Weighted Average Price (VWAP) and the 10 trading days' VWAP preceding the Relevant Date.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) of the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

(v) Name and address of valuers who performed valuation

Resurgent India Limited,
SEBI Regd. CAT-I Merchant Bankers,
Regn. No. INM000012144
903-906, Tower-C, Unitech Business Zone, Nirvana Country,
Sector-50, Gurgaon

Mr. Rajan Sahdev
Registered Valuer
(IBBI Registered Valuer, Registration No. IBBI/RV/02/2020/13217)
11/60B, First Floor, Tilak Nagar, New Delhi-110018

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

Not applicable, as the transaction is for non-cash consideration as mentioned above.

(vii) 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, principal terms of assets charged as securities.

The new Equity Shares to be issued, will rank *pari-passu* with existing equity shares of the Company.

The issue of Equity Shares shall be subject statutory lock-in of as per SEBI (ICDR), 2018.

Principle terms of assets charged as securities: NIL

(viii) Intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer;

As detailed in the explanatory statement for Item No. 2 (Material Related Party Transactions) above, the proposed transactions including promoters as mentioned therein, are aligned with the Company's overall growth strategy, designed to meet operational requirements, and intended to support future expansion for long-term value creation. In this context, the Board has recommended the acquisition of target companies possessing significant assets and strategic value, thereby strengthening the Company's business portfolio and enhancing shareholder value.

No other person falling under Promoter and Promoter Group, Director, Key Managerial Personnel(s) and their respective relatives are intended to subscribe to any of the Equity Shares proposed to be issued under the Preferential Allotment.

The allotment of Equity Shares is subject to the Proposed Allottee not having sold any Equity Shares of the Company during the 90 Trading Days preceding the Relevant Date.

The Proposed Allottees/promoters have represented that they have not sold any Equity Shares of the Company during 90 Trading Days preceding the Relevant Date.

(ix) The proposed time within which the allotment shall be completed:

As required under Chapter V of the SEBI ICDR Regulations, the Company shall complete the allotment of Equity Shares as aforesaid on or before the expiry of 15 (Fifteen) days from the date of passing of the Special Resolution by the shareholders granting consent for preferential issue or in the event allotment would require any approval(s) from any regulatory authority or the Central Government, the allotment shall be completed within 15 (Fifteen) days from the date of such approval(s), as the case may be.

(x) The names of the proposed allottees of Equity Shares and the percentage of post preferential offer capital that may be held:

Sr. No.	Name of Proposed Allottees	Pre-issue shareholding		Number of Equity Shares of the Company to be allotted		% Post issue in Shareholding
		No. of Shares	%	No of Equity shares	Total Consideration	%
1.	Indo Pacific Partners (PTC) Limited (Trustee of The Indo Pacific Partners Trust)	0	0	20,60,53,398	478.044 Crore	11.18
2.	Astrea Fund Limited	0	0	7,51,63,903	174.380 Crore	4.08

3.	RMK Investments Pte. Ltd.	0	0	72,02,752	16.710 Crore	0.39
4.	Sub Rosa Partners Pte. Ltd.	0	0	48,13,991	11.168 Crore	0.26
5.	Artham Resources Management - FZCO	0	0	48,13,991	11.168 Crore	0.26
6.	Sharifah Binti Syed Mohamad	0	0	24,06,995	5.584 Crore	0.13
Total				30,04,55,030	697.056 Crore	16.31

(xi) Practicing Company Secretary's Certificate

A certificate from CS Naveen Garg Practicing Company Secretary certifying that the issue of Equity Shares on a preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting and all also be available during the Extraordinary General Meeting.

The said Certificate will be available for inspection and can be accessed through the following link:

www.sindhutrade.com/investors-corner

(xii) Class or classes of persons to whom allotment is proposed to be made

Sr. No.	Name of Proposed Allottees	
1.	Indo Pacific Partners (PTC) Limited (Trustee of The Indo Pacific Partners Trust)	The beneficiary of the Trust i.e. Mr Dev Sindhu, is promoter of the Company
2.	Astrea Fund Limited	Non-promoter
3.	RMK Investments Pte. Ltd.	Non-promoter
4.	Sub Rosa Partners Pte. Ltd.	Non-promoter
5.	Artham Resources Management - FZCO	Non-promoter
6.	Sharifah Binti Syed Mohamad	Non-promoter

(xiii) The change in control, if any, in the Company that would occur consequent to the Preferential Offer

Consequent to the proposed preferential issue of Equity Shares, there is no change in control or change in management of the Company. The preferential issue does not attract an obligation to make an open offer for Equity Shares of the Company under SEBI Takeover Regulations.

(xiv) The number of persons to whom allotment on Preferential basis have already been made during the year, in terms of no. of securities as well as price:

Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the financial Year 2025-26.

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

The proposed allotment of securities is intended to facilitate the proposed acquisition of 78.26% equity shareholding in Advent Coal Resources Pte. Ltd., Singapore (**Transaction A**) and 50.1% equity shareholding in Sainik Mining and Allied Services Limited (**Transaction B**) through share swap i.e. by allotment of equity shares of the Company to selling shareholders for Transaction A, and CCPS of the Company to the selling shareholders for Transaction B, for acquisition of strategic assets and businesses of these two companies, that are critical to the Company's overall growth strategy, operational requirements, and future expansion.

In order to conserve cash resources and align the interests of the target company's stakeholders with those of the Company, the consideration for the acquisition is proposed to be discharged through the issuance of securities on a preferential/private placement basis, rather than by way of cash.

Independent valuation and fairness reports have been obtained to confirm that the transaction is being undertaken on an arm's length basis and is fair to the shareholders of the Company.

The Valuation Reports and the Fairness Opinion are available for inspection and can be accessed through the following links

www.sindhutrade.com/investors-corner

(xvi) Shareholding Pattern before and after the Preferential issue:

Sr. No.	Category of Shareholder	Pre Issue Shareholding		Post Issue Shareholding (on a fully diluted basis)	
		No. of Equity Shares	% of Total Capital	No. of Equity Shares	% of Total Capital*
A	Promoter and Promoter Group				
1	Indian	1155965880	74.97%	1,25,31,45,637	64.61%
2	Foreign	0	0	20,60,53,398	10.62%
	Sub-Total (A)	1155965880	74.97%	1,45,91,96,035	75.23%
B	Public Shareholding				
1	Institutions	0	0	0	0
2	Non-Institutions	385962900	25.03	48,03,64,532	24.77
	Sub-Total (B)	385962900	25.03	48,03,64,532	24.77
C	Non-Promoter - Non-Public				
	Custodian/DR Holder/Employee Benefit Trust	0	0	0	0
	Sub-Total (C)	0	0	0	0
	GRAND TOTAL (A+B+C)	1,54,19,28,780	100.00%	1,93,95,60,567	100.00%

* "The post issue paid-up capital is arrived after considering all preferential allotment proposed to be made under this notice and on fully diluted basis (including all the future conversion of the CCPS) and the pre-issue shareholding pattern continue to be the shareholding of the Company."

Note: The pre-issue share holding pattern of the Company is as per the share holding pattern as on 31st March, 2026.

The post issue paid-up capital is arrived after considering all preferential allotment proposed to be made under this notice and on fully diluted basis (including all the future conversion of the CCPS) and the pre-issue shareholding pattern continue to be the shareholding of the Company.

(xvii) Lock In:

The Equity Shares issued on preferential basis will be subject to lock-in as provided in Regulation 167(1) of the SEBI ICDR Regulations i.e.,

- (a) **Promoter Group proposed allottees:** for a period of eighteen months from the date of trading approval.
- (b) **Proposed allottees (Non-Promoter):** for a period of six months from the date of trading approval.

Further, the entire pre-Preferential Issue shareholding of the Proposed Allottees, shall be locked-in from Relevant Date up to a period of 90 trading days from the date of trading approval of proposed Preferential Issue, as per the SEBI ICDR Regulations.

(xviii) Listing

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the aforementioned Equity Shares. The above shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects.

(xix) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the preferential issue:

Name of Proposed Allottee	Ultimate Beneficial Owner	Pre-issue status	Pre-issue share holding	Pre-Issue %	No. Equity Shares to be Allotted	Post issue holding	Post issue status
Indo Pacific Partners PTC Limited (Trustee of The Indo Pacific Partners Trust)	Dev Sindhu	Promoter	0	0	20,60,53,398	11.18	Promoter
Astrea Fund Limited	Rajendra Bhatt	Non-Promoter	0	0	7,51,63,903	4.08	Non-Promoter
RMK Investments Pte. Ltd.	Tony Saputra	Non-Promoter	0	0	72,02,752	0.39	Non-Promoter
Sub Rosa Partners Pte. Ltd.	Lina Zheng	Non-Promoter	0	0	48,13,991	0.26	Non-Promoter
Artham Resources	Manish Dahiya	Non-Promoter	0	0	48,13,991	0.26	Non-Promoter

Management - FZCO							
Sharifah Binti Syed Mohamad	Sharifah Binti Syed Mohamad	Non- Promoter	0	0	24,06,9 95	0.13	Non- Prom oter

Note: The pre-issue shareholding is as on 31st March, 2026.

There shall not be change in control consequent to the present preferential issue of Equity Shares.

The transaction complies with the pricing guidelines and provisions of the FEMA (Overseas Investment) Rules, 2022, and the FEMA (Non-Debt Instruments) Rules, 2019, and does not require prior government approval under Press Note 3.

(xx) Monitoring Agency:

The Issue of Subscription Shares is by way of consideration other than cash and/or the issue size is exceeding 100 Crores, accordingly, the Company will appoint a monitoring agency as applicable.

(xxi) Undertaking as to re-computation of price and lock-in of specified securities

As the equity shares of the Company have been listed on BSE and NSE both for a period of more than 90 trading days as on the relevant date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of Subscription Shares shall not be applicable. However, the Company shall re-compute the price of the subscription shares to be allotted under the preferential allotment in terms of the provisions of ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of ICDR Regulations, if required.

If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Subscription Shares to be allotted under the preferential issue shall continue to be locked in till the time such amount is paid.

(xxii) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.

The proposed allottees are non-promoters except Indo Pacific Partners Trust through trustee Indo Pacific Partners (PTC) Limited in which Mr Dev Sindu is beneficiary and who is also a promoter of the Company as on the date of this Notice.

Further upon issuance and allotment Equity Shares, the existing promoters will continue to be promoters of the Company.

(xxiii) Other Disclosures/undertakings

- (a) None of the Company, its director's or Promoters have been declared as willful defaulter or fraudulent borrower or fugitive economic offender under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- (b) The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- (c) The Company shall make an application to BSE Ltd. and the National Stock Exchange of India Limited at which the existing shares are listed, for listing of the aforementioned Equity Shares.
- (d) The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations, 2018 and shall be made in a dematerialized form only.
- (e) The proposed allottees have confirmed that they have not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
- (f) All the entire pre-preferential shareholding of the following allottees shall be locked in from the relevant date up to a period of 90 Trading days from the grant of trading approval by the stock exchange, as per the requirement of Regulation 167(6) of SEBI (ICDR) Regulations 2018.
- (g) There are no outstanding dues of the Company payable towards SEBI, Stock Exchanges or Depositories as on the date of this Notice.
- (h) The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges, where the Equity Shares of the Company are listed and the SEBI LODR Regulations, as amended, and any circular or notification issued by SEBI.
- (i) The Company shall be making application seeking in-principal approval to the Stock-Exchanges (BSE and NSE), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way to special resolution.
- (j) The Board, in its meeting held on 22nd May, 2026 has approved the issue of Equity Shares on preferential basis to the proposed Allottees in the manner stated hereinabove, subject to the approval of members and other approvals, as may be required.

Save and except Mr. Rudra Sen Sindhu, Mr. Saurabh Sindhu & Mrs. Usha Sindhu and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in the passing of this resolution.

The Board believes that the proposed issued of Equity Shares is in best interest of the Company and its shareholders and therefore recommends the agenda mentioned in item no. 4 of the notice to be approved by special resolution of the members.

4. TO CONSIDER AND APPROVE PROPOSED ACQUISITION OF 50.1% (21,36,765 EQUITY SHARES) EQUITY SHAREHOLDING IN SAINIK MINING AND ALLIED SERVICES LIMITED AND AUTHORISE THE ISSUE AND ALLOTMENT OF COMPULSORY CONVERTIBLE PREFERENCE SHARES (CCPS) ON A PREFERENTIAL BASIS IN CONSIDERATION OF THE SHARE SWAP, ON THE AGREED EXCHANGE RATIO AND ON SUCH CCPS TERMS.

Information as required under Section 23(1)(b), 42, 62 and Rule 13(2) (d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and regulation 163 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") is mentioned hereunder:

(i) Particulars of the Preferential Issue including date of passing of Board resolution and maximum number of specified securities to be issued

The Board of Directors at its meeting held on 22nd May, 2026, had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of 971,76,757 Compulsorily Convertible Preference Shares (CCPS) of face value INR 1/- each, at a premium of INR 22.20/- per CCPS, on a preferential basis (private placement) to the specific selling shareholders of Sainik Mining and Allied Services Limited, to discharge the consideration of INR 225.45 Crore for acquisition of 50.1% equity shareholding (comprising 21,36,765 Equity Shares) in Sainik Mining and Allied Services Limited.

(ii) Kinds of securities offered and the price at which security is being offered

The Board of Directors in its meeting held on 22nd May, 2026, had approved the proposal of making preferential allotment of below mentioned Securities to selling shareholders of Sainik Mining and Allied Services Limited:

971,76,757 Compulsorily Convertible Preference Shares (CCPS) of face value INR 1/- each, at a premium of INR 22.20/- per CCPS, on a preferential basis (private placement) aggregating upto INR 225.45 Crore. The above said price is arrived at in accordance with the Chapter V of SEBI ICDR Regulations ("Issue Price") and convertible at the option of CCPS holder in one or more tranches,

within 18 (Eighteen) months from the date of allotment, into equal number of fully paid up Equity Shares of the Company of INR 1/- (Rupee 1/-) each.

(iii) Objects of the Preferential Issue

In order to advance the Company's overall growth strategy, meet operational requirements, and support future expansion for long-term value creation, the Board has proposed the acquisition of a target companies possessing significant assets and strategic value. To facilitate this acquisition, it is proposed that the consideration be discharged through the issuance of Compulsorily Convertible Preference Shares (CCPS) on a private placement basis.

The issuance of CCPS will enable the Company to structure the transaction efficiently, conserve cash resources, and align the interests of the target company's stakeholders with those of the Company. Upon conversion, the CCPS will rank *pari passu* with the existing equity shares

(iv) Basis on which the price has been arrived at and justification for the price (including premium, if any) at which offer or invitation is being made

The Board of Directors have fixed the issue price at INR 23.20/- per Equity Share which is higher than the floor price of INR 23.13/- based on the Valuation Report dated 19th May, 2026 issued by M/s Resurgent India Limited, Merchant Banker, and Valuation Report dated 19th May, 2026 issued by Mr. Rajan Sehdev Registered Valuer and the Fairness Opinion issued by SKI Capital Services Private Limited.

The Board of the Company has fixed that the CCPS will be issued at face value INR 1/- each, at a premium of INR 22.20/- per CCPS which will be convertible into equity shares of the Company at ratio of 1:1, ranking *pari-passu* in all respects, with existing Equity shares after conversion.

The Equity Shares of the Company are listed on National Stock Exchange of India Limited ("NSE") as well as on BSE Limited ("BSE"), the shares were frequently traded on and the trading volume of Equity Shares of the Company was higher on NSE during the preceding 90 trading days prior to the Relevant Date for computation of issue price. Therefore, trading volume of the Equity Shares on the NSE has been considered to determine the issue price. Furthermore, in compliance with Regulation 164(1) of the SEBI ICDR Regulations, the floor price has been determined as the higher of the 90 trading days' Volume Weighted Average Price (VWAP) and the 10 trading days' VWAP preceding the Relevant Date.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to

submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

(v) Name and address of valuers who performed valuation

Resurgent India Limited,
SEBI Regd. CAT-I Merchant Bankers,
Regn. No. INM000012144
903-906, Tower-C, Unitech Business Zone, Nirvana Country,
Sector-50, Gurgaon

Mr. Rajan Sahdev
Registered Valuer
(IBBI Registered Valuer, Registration No. IBBI/RV/02/2020/13217)
11/60B, First Floor, Tilak Nagar, New Delhi-110018

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

Not applicable, as the transaction is for non-cash consideration as mentioned above.

(vii) 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, principal terms of assets charged as securities.

The issue of CCPS shall be subject to following terms, and statutory lock-in of Chapter V of SEBI ICDR Regulation, 2018.

S. No.	Terms	Particulars
1.	Nature	Compulsorily Convertible Cumulative Preference Shares. The CCPS shall be fully paid-up, non-participating (except for preferential dividend), non-redeemable
2.	Face Value & Issue Price	Face Value: INR 1/- per CCPS. Issue Price: INR 23.20/- per CCPS (comprising Face Value of INR 1/- and Securities Premium of INR 22.20/-).
3.	Dividend	CCPS will carry a dividend of 0.1% per annum on cumulative basis.
4.	Tenure & Conversion Timeline	Maximum Tenure: 18 (eighteen) months from the date of allotment ("Final Conversion Date").

		Early Conversion: Holders may exercise an early conversion option in one or more tranches prior to the Final Conversion Date by giving a 15 Business Days prior written notice.
5.	Conversion and ranking	CCPS shall be convertible into equity shares of the Company at ratio of 1:1, ranking pari-passu in all respects, with existing Equity shares.

Principle terms of assets charged as securities: NIL

(viii) Intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer;

As detailed in the explanatory statement for Item No. 2 (Material Related Party Transactions) above, the proposed transactions including promoters as mentioned therein, are aligned with the Company's overall growth strategy, designed to meet operational requirements, and intended to support future expansion for long-term value creation. In this context, the Board has recommended the acquisition of target companies possessing significant assets and strategic value, thereby strengthening the Company's business portfolio and enhancing shareholder value.

No other person falling under Promoter and Promoter Group, Director, Key Managerial Personnel(s) and their respective relatives are intended to subscribe to any of the Equity Shares proposed to be issued under the Preferential Allotment.

The allotment of Equity Shares/CCPS is subject to the Proposed Allottee not having sold any Equity Shares of the Company during the 90 Trading Days preceding the Relevant Date.

The Proposed Allottees/promoters have represented that they have not sold any Equity Shares of the Company during 90 Trading Days preceding the Relevant Date.

(ix) The proposed time within which the allotment shall be completed:

As required under Chapter V of the SEBI ICDR Regulations, the Company shall complete the allotment of CCPS as aforesaid on or before the expiry of 15 (Fifteen) days from the date of passing of the Special Resolution by the shareholders granting consent for preferential issue or in the event allotment would require any approval(s) from any regulatory authority or the Central Government, the allotment shall be completed within 15 (Fifteen) days from the date of such approval(s), as the case may be.

(x) The names of the proposed allottees of CCPS and the percentage of post preferential offer capital that may be held:

Sr. No.	Name of Proposed Allottees	Pre-issue shareholding		Number of Securities/CCPS of the Company to be allotted			Post conversion Shareholding	
		No. of Shares	%	No of CCPS	% of CCP S	Total Considerati on	No of Equity Shares	%
1.	Sainik Mining India Private Limited (SMIPL)	0	0	46551740	47.90	1080000360	46551740	2.40%
2.	Rudra Sen Sindhu	87912000	5.70	13569587	13.96	314814407	13569587	5.23%
3.	Vir Sen Sindhu	108097500	7.01	10438168	10.74	242165497	10438168	6.11%
4.	Vrit Pal Sindhu	111329280	7.22	8350525	8.59	193732187	8350525	6.17%
5.	Abhimanyu Sindhu	81774000	5.30	7306704	7.52	169515531	7306704	4.59%
6.	Satyapal Sindhu	101003400	6.55	5740972	5.90	133190549	5740972	5.50%
7.	Dev Sindhu	87265200	5.66	5219061	5.37	121082221	5219061	4.77%
Total		577381380	37.45	97176757	100	22 54500752	97176757	34.78%

(xi) Practicing Company Secretary's Certificate

A certificate from Mr. Naveen Garg Practicing Company Secretary certifying that the issue of CCPS on a preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting and all also be available during the Extraordinary General Meeting.

The said Certificate will be available for inspection and can be accessed through the following link:

www.sindhutrade.com/investors-corner

(xii) Class or classes of persons to whom allotment is proposed to be made

Sr. No.	Name of Proposed Allottees	
1.	Sainik Mining India Private Limited (SMIPL)	All shareholders of SMIPL are part of Promoter / Promoter Group of STLL

2.	Rudra Sen Sindhu	Promoter
3.	Vir Sen Sindhu	Promoter
4.	Vrit Pal Sindhu	Promoter
5.	Abhimanyu Sindhu	Promoter
6.	Satyapal Sindhu	Promoter
7.	Dev Sindhu	Promoter
Total		

(xiii) The change in control, if any, in the Company that would occur consequent to the Preferential Offer

Consequent to the proposed preferential issue of CCPS/Equity Shares, there is no change in control or change in management of the Company. The preferential issue does (attract the obligation to make an offer to Public for Equity Shares under 12 months from the date of increase in Promoters Shareholding) not attract an obligation to make an open offer for Equity Shares of the Company under SEBI Takeover Regulations.

(xiv) The number of persons to whom allotment on Preferential basis have already been made during the year, in terms of no. of securities as well as price:

Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the financial Year 2025-26.

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

The proposed allotment of securities is intended to facilitate the proposed acquisition of 78.26% equity shareholding in Advent Coal Resources Pte. Ltd., Singapore (**Transaction A**) and 50.1% equity shareholding in Sainik Mining and Allied Services Limited (**Transaction B**) through share swap i.e. by allotment of equity shares of the Company to selling shareholders for Transaction A, and CCPS of the Company to the selling shareholders for Transaction B, for acquisition of strategic assets and businesses of these two companies, that are critical to the Company's overall growth strategy, operational requirements, and future expansion.

In order to conserve cash resources and align the interests of the target company's stakeholders with those of the Company, the consideration for the acquisition is proposed to be discharged through the issuance of securities on a preferential/private placement basis, rather than by way of cash.

Independent valuation and fairness reports have been obtained to confirm that the transaction is being undertaken on an arm's length basis and is fair to the shareholders of the Company.

The Valuation Reports and the Fairness Opinion are available for inspection and can be accessed through the following links

(xvi) Shareholding Pattern before and after the Preferential issue:

Sr. No.	Category of Shareholder	Pre Issue Shareholding		Post Issue Shareholding (on a fully diluted basis)	
		No. of Equity Shares	% of Total Capital	No. of Equity Shares	% of Total Capital *
A	Promoter and Promoter Group				
1	Indian	1155965880	74.97%	1,25,31,45,637	64.61%
2	Foreign	0	0	20,60,53,398	10.62%
	Sub-Total (A)	1155965880	74.97%	1,45,91,96,035	75.23%
B	Public Shareholding				
1	Institutions	0	0	0	0
2	Non-Institutions	385962900	25.03	48,03,64,532	24.77
	Sub-Total (B)	385962900	25.03	48,03,64,532	24.77
C	Non-Promoter - Non-Public				
	Custodian/DR Holder/Employee Benefit Trust	0	0	0	0
	Sub-Total (C)	0	0	0	0
	GRAND TOTAL (A+B+C)	1,54,19,28,780	100.00%	1,93,95,60,567	100.00%

**The post issue paid-up capital is arrived after considering all preferential allotment proposed to be made under this notice and on fully diluted basis (including all the future conversion of the CCPS) and the pre-issue shareholding pattern continue to be the shareholding of the Company."*

Note: The pre-issue share holding pattern of the Company is as per the share holding pattern as on 31st March, 2026.

The post issue paid-up capital is arrived after considering all preferential allotment proposed to be made under this notice and on fully diluted basis (including all the future conversion of the CCPS) and the pre-issue shareholding pattern continue to be the shareholding of the Company.

(xvii) Lock In:

The Equity Shares/CCPS issued on preferential basis will be subject to lock-in as provided in Regulation 167(1) of the SEBI ICDR Regulations i.e., as per Chapter V of SEBI ICDR Regulation, 2018.

Further, the entire pre-Preferential Issue shareholding of the Proposed Allottees, shall be locked-in, as per the SEBI ICDR Regulations.

(xviii) Listing

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the aforementioned Equity Shares. The above shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects.

(xix) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the preferential issue:

Name of Proposed Allottee	Ultimate Beneficial Owner	Pre-issue status	Pre-issue share holding	Pre-Issue %	No. CCPS to be allotted	Post Conversion holding	Post issue % on conv.	Post issue status
Sainik Mining India Private Limited	Vir Sen Sindhu, Vrit Pal Sindhu, Abhiman yu Sindhu, Satya Pal Sindhu, Dev Sindhu, Saurabh Sindhu, and Sarvesh Sindhu	Promoter	0	0	46551740	46551740	2.40%	Promoter
Rudra Sen Sindhu		Promoter	87912000	5.70	13569587	13569587	5.23%	Promoter
Vir Sen Sindhu		Promoter	108097500	7.01	10438168	10438168	6.11%	Promoter



Vrit Pal Sindhu	Promoter	111329 280	7.22	835052 5	8350525	6.17%	Prom oter
Abhimanyu Sindhu	Promoter	817740 00	5.30	730670 4	7306704	4.59%	Prom oter
Satya Pal Sindhu	Promoter	101003 400	6.55	574097 2	5740972	5.50%	Prom oter
Dev Sindhu	Promoter	872652 00	5.66	521906 1	5219061	4.77%	Prom oter

Note: The pre-issue shareholding is as on 31st March, 2026.

There shall not be change in control consequent to the present preferential issue of Equity Shares/CCPS.

(xx) Monitoring Agency:

The Issue of Subscription Shares is by way of consideration other than cash and/or the issue size is more than 100 Crores, accordingly, the Company has appointed M/s ACER Credit Rating Private Limited as monitoring agency.

(xxi) Undertaking as to re-computation of price and lock-in of specified securities

As the equity shares of the Company have been listed on BSE and NSE both for a period of more than 90 trading days as on the relevant date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of Subscription Shares shall not be applicable. However, the Company shall re-compute the price of the subscription shares to be allotted under the preferential allotment in terms of the provisions of ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of ICDR Regulations, if required.

If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Subscription Shares to be allotted under the preferential issue shall continue to be locked in till the time such amount is paid.

(xxii) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.

The proposed allottees of CCPS, which include the ultimate beneficial owners of Sainik Mining India Private Limited, are promoters of the Company as on the date of this Notice.

Further upon issuance and allotment CCPS, promoters will continue to be promoters of the Company.

(xxiii) Other Disclosures/undertakings

- (a) None of the Company, its Directors or Promoters have been declared as willful defaulter or fraudulent borrower or fugitive economic offender under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- (b) The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- (c) The Company shall make an application to BSE Ltd. and the National Stock Exchange of India Limited at which the existing shares are listed, for listing of the aforementioned Equity Shares.
- (d) The issue of CCPS shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations, 2018 and shall be made in a dematerialized form only.
- (e) The proposed allottees have confirmed that they have not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
- (f) All the entire pre-preferential shareholding of the following allottees shall be locked in from the relevant date up to a period of 90 Trading days from the grant of trading approval by the stock exchange, as per the requirement of Regulation 167(6) of SEBI (ICDR) Regulations 2018.
- (g) There are no outstanding dues of the Company payable towards SEBI, Stock Exchanges or Depositories as on the date of this Notice.
- (h) The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges, where the Equity Shares of the Company are listed and the SEBI LODR Regulations, as amended, and any circular or notification issued by SEBI.
- (i) The Company shall be making application seeking in-principal approval to the Stock-Exchanges (BSE and NSE), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way to special resolution.
- (j) The Board, in its meeting held on 22nd May, 2026 has approved the issue of CCPS on preferential basis to the proposed Allottees in the manner stated hereinabove, subject to the approval of members and other approvals, as may be required.

Save and except the abovementioned Promoters and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in the passing of this resolution.



Sindhu Trade Links Limited

Regd. Office : 129, Transport Centre, Rohtak Road, Punjabi Bagh, New Delhi-110035

The Board believes that the proposed issued of CCPS is in best interest of the Company and its shareholders and therefore recommends the agenda mentioned in item no. 4 of the notice to be approved by special resolution of the members.

For Sindhu Trade Links Limited

Sd/-

Suchi Gupta

Company Secretary & Compliance Officer

Date: 25.05.2026

Place: Gurugram