

Notice of Extra-Ordinary General Meeting

To The Shareholders,

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of Sundaram Multi Pap Limited will be held on **Wednesday, November 12, 2025** at **11.00 A. M.** (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business:

1. TO OFFER, ISSUE AND ALLOT EQUITY SHARES (FOR CONSIDERATION OTHER THAN CASH) ON A PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the listing agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited (the “Stock Exchanges”) on which the Equity Shares of the Company having Face Value of Re.1/- each (“Equity Shares”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) 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 of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), 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 at an appropriate time, in one or more tranches, up to 7,04,00,000 (Seven Crores Four Lakhs only) fully Paid up Equity Shares of the Company having a Face Value of Re.1/- (Rupee One Only) each at a price of Rs.3.35/- (Rupees Three and Paise Thirty Five only) per Equity Share (including a premium of Rs.2.35/- per Equity Share) per share (‘Preferential Allotment Price’), aggregating to not exceeding Rs.23,58,40,000/- (Rupees Twenty Three Crores Fifty Eight Lakhs Forty Thousand Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”), to the Proposed Allottees (Shareholders of M/s. Sundaram Land and Assets Private Limited (“Target Company”)), who are Non Promoters, for consideration other than cash being payment to be made towards the acquisition of 27,50,000 Equity Shares of Face Value Rs.10/- each per Equity Share representing 52.38% of the Shareholding of the M/s. Sundaram Land and Assets Private Limited (“Target Company”) (herein after referred to as “Swap Shares”), on a preferential issue basis (“Preferential Allotment”) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws. While issuing the shares, if required, the authorized capital of the company

be increased.

Sr no	Name of Proposed Allottees M/s Sundaram Land and Assets Private Limited	Category (Promoter/Non-Promoter)	Maximum No. of Equity Shares to be issued
1	VIPUL PUNSHI SHAH	Non – Promoter/Public	41,61,280
2	PARESH AMBAVI PATEL	Non – Promoter/Public	41,61,280
3	ARVIND POPATLAL SHAH	Non – Promoter/Public	41,61,280
4	JAYANTILAL TEJPAL GADA	Non – Promoter/Public	39,96,160
5	SANKET SHANTILAL RAJAVADHA HUF	Non – Promoter/Public	33,29,024
6	PRITESH PALAN GADA	Non – Promoter/Public	16,64,512
7	AMISHA PRAKASH SHAH	Non – Promoter/Public	16,64,512
8	RAMESH RAGHU CHAUDHARY	Non – Promoter/Public	16,64,512
9	SEJAL B PATEL	Non – Promoter/Public	16,64,512
10	MONA VINESH SHAH	Non – Promoter/Public	16,64,512
11	MEGHJI GOKUL PATEL CHAUDHARY	Non – Promoter/Public	16,64,512
12	DEEPIKA DAMJI PATEL CHAUDHARY	Non – Promoter/Public	16,64,512
13	SHOBHANA MEGHJI PATEL CHAUDHARY	Non – Promoter/Public	16,64,512
14	HARSH JAYANTILAL GADA	Non – Promoter/Public	11,67,360
15	DIPTI NAVIN GALA	Non – Promoter/Public	8,32,256
16	NARESH INDEELAL LALWANI	Non – Promoter/Public	8,32,256
17	HIMANSHU BIPINCHANDRA SHAH	Non – Promoter/Public	8,32,256
18	BHAUTIK PATEL HUF	Non – Promoter/Public	8,32,256
19	DHARMENDRA NANAKCHAND MUTREJA	Non – Promoter/Public	8,32,256
20	VINIT PREMJI SHAH	Non – Promoter/Public	8,32,256
21	CHAMPA RAMESH BHURA	Non – Promoter/Public	8,32,256
22	LOKESH RAMESH BHURA	Non – Promoter/Public	8,32,256
23	SUNNY SURESH NARANG	Non – Promoter/Public	8,32,256
24	NEW AGE CAPITAL PARTNERS (V V L N SASTRY)	Non – Promoter/Public	64,00,000
25	SANGEETA SANJEEV BHURA	Non – Promoter/Public	8,32,256
26	BHARATI BHAGWAN BHURA	Non – Promoter/Public	8,32,256
27	SURAJ NARAYAN BHURA	Non – Promoter/Public	8,32,256
28	RADHESHYAM BALKRISHNA BHURA	Non – Promoter/Public	8,32,256
29	NIRMALA RADHESHYAM BHURA	Non – Promoter/Public	8,32,256
30	KANTA HARGOVIND BHURA	Non – Promoter/Public	8,32,256
31	MONIKA LOKESH BHURA	Non – Promoter/Public	8,32,256
32	SHOBHA RAJEEV BHURA	Non – Promoter/Public	8,32,256
33	SANJEEV RAMESH BHURA	Non – Promoter/Public	8,32,256
34	YASH KUMARPAL SHAH	Non – Promoter/Public	8,32,256
35	KAMAYA DHRUV BHURA	Non – Promoter/Public	8,32,256
36	SAMIR SANGHVI	Non – Promoter/Public	8,32,256
37	BHAVIN BABU PATEL	Non – Promoter/Public	8,32,256
38	DHRUV BHAGWAN BHURA	Non – Promoter/Public	8,32,256
39	AKASH DHARMENDRA MUTREJA	Non – Promoter/Public	8,32,256
40	PRANAV S NARULA	Non – Promoter/Public	8,32,256
41	SATISH JAYANTILAL MEHTA	Non – Promoter/Public	8,32,256
42	UTTAM SURESH NARANG	Non – Promoter/Public	8,32,256
43	SUMATI JAIN	Non – Promoter/Public	8,32,256
44	PRATIK CHANDER HEMDEV	Non – Promoter/Public	8,32,256
45	NIRMALABEN MOTILAL NISAR	Non – Promoter/Public	6,65,856

46	PUSHPA BHARAT SHAH	Non – Promoter/Public	5,53,216
47	BHARAT THAVAR SHAH	Non – Promoter/Public	5,12,000
48	RAJEEV HARGOVIND BHURA	Non – Promoter/Public	5,12,000
49	RAMESH BALKRISHNA BHURA	Non – Promoter/Public	5,12,000
50	NARAYAN BALKRISHNA BHURA	Non – Promoter/Public	5,12,000
51	BHAGWAN BALKRISHNA BHURA	Non – Promoter/Public	5,12,000
52	RAMNIK NENSHI GALA	Non – Promoter/Public	5,12,000
53	RAMESH BALKRISHNA BHURA HUF	Non – Promoter/Public	3,20,256
54	BHAGWAN BALKRISHNA BHURA HUF	Non – Promoter/Public	3,20,256
55	NARAYAN BALKRISHNA BHURA HUF	Non – Promoter/Public	3,20,256
56	HARGOVIND BALKRISHNA BHURA HUF	Non – Promoter/Public	3,20,256

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue of the Equity Shares is October 13, 2025 i.e. 30 days prior to the date of the Extra-Ordinary General Meeting (“Relevant Date”) on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges (NSE and BSE) subject to receipt of necessary regulatory permissions and approvals.
- The Equity Shares to be offered, issued and allotted shall rank pari passu with the existing Equity Shares of the Company in all respects including the payment of dividend and voting rights, if any;
- The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.
- The Equity Shares so offered and issued to the Proposed Allottees, are being issued for consideration other than cash against the Swap Shares, being the acquisition of Shares of Target Company from the Proposed Allottees for non-cash consideration and the transfer of such Shares to the Company will constitute the consideration for the Equity Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution; and The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
- Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

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

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, 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 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 apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations, 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 here by authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

For Sundaram Multi Pap Limited

Sd/-

Amrut Premji Shah

Managing Director & Chairman

DIN: 00033120

Date: October 16, 2025

Place: Mumbai

Notes:

- a) The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the business under Item No. 1 set out above and details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.
- b) The Extra-ordinary General Meeting ('EGM') is convened through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to General Circular numbers 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 09/2023 dated 08.04.2020, 13.04.2020, 15.06.2020, 29.09.2020, 31.12.2020, 23.06.2021, 08.12.2021, 25.09.2023, and 05.05.2022 respectively, issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular dated 12.05.2020, 15.01.2021, 13.05.2022, 05.01.2023, 07.10.2023 and 03.10.2024 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as 'Circulars'), the latest being 09/2024 dated September 19, 2024 (collectively referred to as MCA Circulars") permitted the holding of the Extra-Ordinary General Meeting (EGM) through VC/OAVM without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, other applicable regulations and MCA Circulars, the EGM of the Company is being held through VC/OAVM at the registered office of Company at Mumbai being deemed venue for the meeting.
- c) The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and the details required under Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of resolution set out in the Notice is annexed hereto. Since the EGM is being held by VC/OAVM, the special business under Item No. 1 is being considered unavoidable and therefore proposed to be transacted at the EGM of the Company. Further, this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with.
- d) 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 and hence the Attendance Slip and Proxy Form are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- e) All the documents referred to in the EGM Notice and Explanatory Statement will be available for electronic inspection by the Members without any fee by the members during normal business hours on all working days (i.e. except Saturday(s), Sunday(s) and Public Holiday(s)) up to the date of the EGM and during the continuance of the EGM. Members seeking to inspect such documents may write to the Company Secretary through email on cs@sundaramgroups.in.
- f) Members/Representatives of Corporate 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.
- g) The Company is providing facility of remote e-Voting as well as e-Voting on the date of EGM to its Members in respect of the business to be transacted at the EGM and for this purpose, the Company has appointed National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.

- h) 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 on the date of EGM.
- i) 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.
- j) Once the vote on a resolution is casted by the member, the same shall not be allowed to change it subsequently or cast the vote again.
- k) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. **Wednesday, November 05, 2025**, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in the instructions given below.
- l) Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to email a certified copy of the Board resolution / authorization letter to the Company at cs@sundaramgroups.in or upload on the VC portal / e-voting portal.
- m) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- n) The Cut-Off Date for the purpose of determining the Members eligible for participation in remote e-Voting and voting at the EGM through e-Voting system is **Wednesday, November 05, 2025**.
- o) Members seeking any information with regard to the matters to be placed at the EGM, are requested to write to the Company Secretary through email on cs@sundaramgroups.in. The same shall be taken up in EGM and replied by the Company suitably.
- p) Those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, are requested to update their email address through their respective Depository Participant/s.
- q) In view of the "Green Initiatives in Corporate Governance" introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their mobile number and email addresses with our Registrar and Share Transfer Agent viz. M/s MUFG Intime India Private Limited, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same.
- r) In compliance with the aforesaid MCA Circulars and other applicable regulations, Notice of the EGM is being sent only through electronic mode to the Members and the same will also be available on the website of the Company www.sundaramgroups.in. Further, 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.
- s) Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

- t) The Company has appointed CS Gaurang Shah, Practicing Company Secretary (Membership No. FCS: 12870; CP No: 14446), to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the EGM, in a fair and transparent manner.
- u) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 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.
- v) Facility for joining the EGM through VC shall be open 15 (fifteen) minutes prior to the scheduled time of the EGM. Members are requested to join the meeting at least 15 minutes in advance to complete all testing and logistic issues. 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.

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

The remote e-voting period begins on **Sunday, November 09, 2025** at 09:00 A. M. and end on **Tuesday, November 11, 2025** 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. **Wednesday, November 05, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Wednesday, November 05, 2025**.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in	Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a

demat mode with NSDL	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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After

	successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 02223058738 or 022-23058542-43

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

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

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

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.vishwasb@gmail.com with a copy marked to evoting@nsdl.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Rahul Rajbhar, Assistant Manager at rahul.rajbhar@nsdl.com and evoting@nsdl.co.in.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@sundaramgroups.in.
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 cs@sundaramgroups.in. If you are an Individual shareholder 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.co.in 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 link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@sundaramgroups.in. The same will be replied by the company suitably.

6. Shareholders desirous to register themselves as Speaker during the EGM, may send their name demat account number/folio number, email id, mobile number at cs@sundaramgroups.in at least 3 days in advance from the date of EGM.

For Sundaram Multi Pap Limited

Sd/-

Amrut Premji Shah

Managing Director & Chairman

DIN: 00033120

Date: October 16, 2025

Place: Mumbai

ANNEXTURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.****ITEM NO. 1:**

The following Statement sets out all material facts relating to the Special Resolution mentioned in the accompanying Notice:

The Members are hereby informed that, in order to meet the company's expansion and diversification requirements in line with the strategy to grow in design-driven activities as the foundation of an integrated business model with intended verticals in urban infrastructure solutions, project design & development services, digital assets & intellectual property, and allied construction-linked innovation verticals for paper and stationery industry along with others, with the objective of building scalable and sustainable growth platforms and gain market share and strengthen its Market position, the Board in its meeting held on **Thursday, October 16, 2025**, has approved the acquisition of 52.38% shareholding of M/s. Sundaram Land and Assets Private Limited ("Target Company"), through share swap by issuing up to 7,04,00,000 (Seven Crores Four Lakhs only) Equity Shares ("Equity Shares") (representing up to 12.93% of the post preferential allotment share capital and representing 12.15% of the post preferential allotment share capital and also sweat equity, which is already under processing with Stock Exchanges namely NSE and BSE) at Rs.3.35/- per share ("Shares Issue Price"), of face value of Re.1/- each of the Company on a preferential basis for consideration other cash to entities/persons mentioned in Point 19 below.

Pursuant to provisions of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 ("Act"), any preferential allotment of securities needs to be approved by the shareholders by way of Special Resolution. Salient features of preferential issue of Equity shares are given in the Resolution. Further, in terms of Regulation 73 of SEBI (ICDR) Regulations, 2009 ("ICDR Regulations"), the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting:

For the said acquisition it is decided to acquire 27,50,000 Equity Shares constituting 52.38% stake of the Target Company from the equity shareholders of the Target Company. As a purchase consideration for the said acquisition, the Company has proposed to allot its equity shares to the shareholders of the target company being the payment towards the swap shares. For acquisition of the equity shares of target company, it is proposed to issue and allot equity shares of the Company on a preferential basis for consideration other cash.

Accordingly, the Board pursuant to its resolution dated **October 16, 2025**, has approved the issue of up to 7,04,00,000 (Seven Crores Four Lakhs only) fully Paid-up Equity Shares of the Company having a Face Value of Re.1/- (Rupee One Only) each at a price of Rs.3.35/- per Equity Share (at a premium of Rs.2.35 per Equity Share) per share ('Preferential Allotment Price') to the Proposed Allottees for a consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") on a preferential basis. Pursuant to the above transaction, there would be no change in the management or control or would not result in the transfer of ownership of the Company to the Proposed Allottees. Necessary information/details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 ("Act") read with the rules issued there-under, are set forth below:

1. Particulars of the offer including the date of passing of the Board resolution:

The Board, pursuant to its resolution dated October 16, 2025, has approved the proposed preferential issue of up to 7,04,00,000 (Seven Crores Four Lakhs only) Equity Shares at a price of Rs.3.35/- per Equity Share (at a premium of Rs.2.35/- per Equity Share), for consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations, on a preferential basis.

2. Objects of the preferential issue:

The Company has agreed to discharge the total Purchase Consideration payable for the acquisition of the Target Company by acquiring 27,50,000 Shares constituting 52.38% stake of the Target Company from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item No. 1 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchanges and any other regulatory approvals, as may be applicable.

3. Kinds of securities offered and the price at which the security is being offered and the total number of shares or other securities to be issued

The Company has agreed to issue up to 7,04,00,000 (Seven Crores Four Lakhs only) Equity Shares at a price Rs.3.35 per Equity Share (at a premium of Rs.2.35 per Equity Share) per share which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations.

4. The basis on which the price has been arrived at and Justification of Price (including premium, if any):

The Company is listed on NSE and BSE Limited and the Equity Shares of the Company are frequently traded in accordance with Regulation 164 of the ICDR Regulations. For the purpose of computation of the price per Equity Share, the NSE, the stock exchange which has the highest trading volume in respect of the Equity Shares of the Company, during the preceding 90 Trading days prior to the relevant date has been considered. The Floor Price of Rs.3.35/- (Rupees Three and Thirty-Five Paise only) is determined as per the pricing formula prescribed under SEBI ICDR Regulations for the Preferential Issue of Equity Shares and is higher than the following:

- 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the BSE Limited ('BSE') preceding the Relevant Date: i.e. Rs. 2.08/- per Equity Shares;
- 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the BSE Limited ('BSE') preceding the Relevant Date: i.e. Rs. 1.91/- per Equity Shares.

5. The price or price band at/within which the allotment is proposed

The price per Equity Share to be issued is fixed at Rs.3.35 per Equity Share, which consists of Re.1/- as Face Value and (at a premium of Rs.2.35 per Equity Share), being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations. Kindly refer to the abovementioned point no. 4 for the basis of the determination of the price.

6. Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and as per Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue is October 13, 2025, being the working day preceding 30 days prior to the date of this Extra-Ordinary General Meeting (EGM).

Shareholding pattern of the Company before and after the Preferential Issue (without taking sweat equity, (which is under processing with both NSE and BSE) into consideration)

Sr. No	Category of shareholder	No. of shares held (Pre Preferential)	No. of shares held (Post Preferential)
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(A)	Promoter & Promoter Group	No. of shares held	% of Shareholding	No. of shares held	% of Shareholding
(A1)	Indian	-	-	-	-
(a)	Individuals/Hindu undivided Family	14,74,40,311	31.11	14,74,40,311	27.09
(b)	Bodies Corporate	-	-	-	-
	Sub Total A1	14,74,40,311	31.11	14,74,40,311	27.09
(A2)	Foreign	-	-	-	-
	Sub Total A2	-	-	-	-
	Total Promoter shareholding A=A1+A2	14,74,40,311	31.11	14,74,40,311	27.09
(B)	Public	-	-	-	-
(B1)	Institutions	2,25,206	0.05	2,25,206	0.04
(B2)	Central Government/ State Government(s)/ President of India	-	-	-	-
(B3)	Non- Institutions	-	-	-	-
	Investor Education and Protection Fund (IEPF)	9,04,864	0.19	9,04,864	0.17
(a.1)	Individual share capital up to Rs. 2 Lacs	20,10,30,635	42.42	20,10,30,635	36.94
(a.2)	Individual share capital in excess of Rs. 2 Lakhs	8,44,81,498	17.83	14,30,39,194	26.28
(b)	NBFCs registered with RBI	-	-	-	-
(c)	Employee Trusts	-	-	-	-
(d)	Overseas Depositories (holding DRs)	-	-	-	-
(e1)	Bodies Corporate	2,06,20,313	4.35	2,70,20,313	4.96
(e2)	Non-Resident Indians	39,06,982	0.82	39,06,982	0.72
(e.3)	HUF	1,43,42,557	3.03	1,97,84,861	3.64
(e.4)	Clearing Member	8,69,704	0.18	8,69,704	0.16
(e.5)	LLP	55,703	0.01	55,703	0.01
	Sub Total B3	32,62,12,256	68.84	39,66,12,256	72.87
	B=B1+B2+B3	32,64,37,462	68.89	39,68,37,462	72.91
(C)	Non-Promoter-Non				
(C1)	Shares underlying DRs	-	-	-	-
(C2)	Shares held by Employee Trust	-	-	-	-
	C=C1+C2	-	-	-	-
	Total (A+B+C)	47,38,77,773	100.0	54,42,77,773	100.00

Notes: The pre-issue Share Holding Pattern is as per the share holding pattern as on September 30, 2025. The post issue paid-up capital is arrived after considering all the preferential allotment, proposed to be made under this notice and the pre-issue share holding pattern continue to be the shareholder of the Company.

The pre and post preferential Shareholding pattern of the company will be as follows:

Particulars	No. of Shares	In %	No. of Shares to be issued under Preferential Allotment	In %	Total No. of Shares	In %	Change in %
Promoter's shares	14,74,40,311	31.11	0	0.00	14,74,40,311	27.09	-4.02
Public	32,64,37,462	68.89	7,04,00,000	0	39,68,37,462	72.91	4.02
Total	47,38,77,773	100.00	7,04,00,000	0.00	54,42,77,773	100.00	0.00

The pre-issue Share Holding Pattern is as per the share holding pattern as on September 30, 2025. The post issue paid-up capital is arrived after considering all the preferential allotment, proposed to be made under this notice and the pre-issue share holding pattern continue to be the shareholder of the Company.

7. Shareholding pattern of the Company before and after the Preferential Issue (After taking sweat equity, (which is under processing with both NSE and BSE) into consideration):

Sr. No	Category of shareholder	No. of shares held (Pre Preferential)		No. of shares held (Post Preferential)	
(A)	Promoter & Promoter Group	No. of shares held	% of Shareholding	No. of shares held	% of Shareholding
(A1)	Indian	-	-	-	-
(a)	Individuals/Hindu undivided Family	14,74,40,311	31.11	18,25,33,479	31.51
(b)	Bodies Corporate	-	-	-	-
	Sub Total A1	14,74,40,311	31.11	18,25,33,479	31.51
(A2)	Foreign	-	-	-	-
	Sub Total A2	-	-	-	-
	Total Promoter shareholding A=A1+A2	14,74,40,311	31.11	18,25,33,479	31.51
(B)	Public	-	-	-	-
(B1)	Institutions	2,25,206	0.05	2,25,206	0.04
(B2)	Central Government/ State Government(s)/ President of India	-	-	-	-
(B3)	Non- Institutions	-	-	-	-
	Investor Education and Protection Fund (IEPF)	9,04,864	0.19	9,04,864	0.16
(a.1)	Individual share capital up to Rs. 2 Lacs	20,10,30,635	42.42	20,10,30,635	34.70
(a.2)	Individual share capital in excess of Rs. 2 Lakhs	8,44,81,498	17.83	14,30,39,194	24.69
(b)	NBFCs registered with RBI	-	-	-	-
(c)	Employee Trusts	-	-	-	-
(d)	Overseas Depositories (holding DRs)	-	-	-	-
(e1)	Bodies Corporate	2,06,20,313	4.35	2,70,20,313	4.66

(e2)	Non-Resident Indians	39,06,982	0.82	39,06,982	0.67
(e.3)	HUF	1,43,42,557	3.03	1,97,84,861	3.41
(e.4)	Clearing Member	8,69,704	0.18	8,69,704	0.15
(e.5)	LLP	55,703	0.01	55,703	0.01
	Sub Total B3	32,62,12,256	68.84	39,66,12,256	68.46
	B=B1+B2+B3	32,64,37,462	68.89	39,68,37,462	68.49
(C)	Non-Promoter-Non				
(C1)	Shares underlying DRs	-	-	-	-
(C2)	Shares held by Employee Trust	-	-	-	-
	C=C1+C2	-	-	-	-
	Total (A+B+C)	47,38,77,773	100.0	57,93,70,941	100

The pre and post Sweat Equity Issue Shareholding pattern of the company will be as follows:

Post Sweat Equity:

Particulars	No. of Shares	In %	No. of Shares to be issued under Preferential Allotment	In %	Total No. of Shares	In %	Change in %
Promoter's shares	14,74,40,311	31.11	3,50,93,168	0	18,25,33,479	35.86	4.75
Public	32,64,37,462	68.89	0	0	32,64,37,462	64.14	-4.75
Total	47,38,77,773	100.00	3,50,93,168	0.00	50,89,70,941	100.00	0.00

Post Sweat Equity and Preferential Allotment:

Particulars	No. of Shares	In %	No. of Shares to be issued under Preferential Allotment	In %	Total No. of Shares	In %	Change in %
Promoter's shares	18,25,33,479	35.86	0	0.00	18,25,33,479	31.51	-4.36
Public	32,64,37,462	64.14	7,04,00,000	0	39,68,37,462	68.49	4.36
Total	50,89,70,941	100.00	7,04,00,000	0.00	57,93,70,941	100.00	0.00

Notes: The pre-issue Share Holding Pattern is as per the share holding pattern as on September 30, 2025. The post issue paid-up capital is arrived after considering all the preferential allotment, proposed to be made under this notice and also Sweat Equity, which is already under processing with Stock Exchanges namely NSE and BSE) and the pre-issue share holding pattern continue to be the shareholder of the Company.

8. Name and address of valuer who performed valuation

The Valuation report dated October 14, 2025 was issued by Mr. Krishna Komaravolu, a Registered Valuer (Reg. No. IBBI Registration No. IBBI/RV/06/2020/12902) having his office at H.No.7-1-214, Flat No.401, Dharam Karan Road, Ameerpet, Hyderabad-5000016 and also a fair opinion received from M/s Khandwala Securities Limited, Merchant Banker, having registration number INM000001899. The same is also available on the Company's website and can be accessible at link: www.sundaramgroups.in.

9. The amount which the Company intends to raise by way of such securities

The shares are being allotted for a consideration other than cash as full consideration payable for the acquisition as mentioned above.

10. Material terms of raising such securities, proposed time schedule, principal terms of assets charged as securities, issue including terms and rate of dividend on each share, etc.

The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of Rs.3.35/- per share at a premium of Rs.2.35/- per share in accordance with Regulation 164 of SEBI ICDR Regulations to the Proposed Allottees, towards full payment of total consideration payable by the Company for the acquisition of the 52.38% issued and Paid-Up Share Capital of the Target Company. The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company.

11. The class or classes of persons to whom the allotment is proposed to be made

The aforementioned allotment, if approved, is proposed to be made to non-promoters.

12. The intention of Promoters, Directors or Key Managerial Personnel and senior management to subscribe to the offer

The Equity Shares shall be offered to the Proposed Allottees only. None of the Promoters other than as mentioned above, Directors, Key Managerial Personnel and Senior Management of the Company intend to subscribe to any of the Equity Shares proposed to be issued under the Preferential Allotment.

13. The proposed time within which the allotment shall be completed

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the Equity Shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

14. The change in control, if any, in the Company that would occur consequent to the preferential offer

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

15. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

During the year, no preferential allotment of any securities has been made to any person. The Company has Proposed Sweat Equity to Mr. Amrut P Shah, Managing Director and Chairman of the Company and Mr. Shantilal P Shah, Executive Director, of the Company during the previous financial year, 2024-25 and the approvals for the same are awaited from NSE and BSE.

16. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

The Company proposes to discharge the total Purchase Consideration payable for the acquisition of the Target Company by acquiring 27,50,000 Equity Shares constituting 52.38% stake of the Target Company from the Proposed Allottees for consideration other than cash by issuance of Equity Shares on a preferential basis to the Proposed Allottees. The valuation of the same is based on the independent valuation report dated October 14, 2025 was issued by Mr. Krishna Komaravolu, a Registered Valuer (Reg. No. IBBI Registration No. IBBI/RV/06/2020/12902) having his office at H.No.7-1-214, Flat No.401, Dharam Karan Road, Ameerpet, Hyderabad-5000016 and

also a fair opinion received from M/s Khandwala Securities Limited, Merchant Banker, having registration number INM000001899 in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations.

17. Lock-in Period

The proposed allotment of the Equity Shares, shall be subject to a lock-in as per the requirements of ICDR Regulations. However, in addition to the lock-in period prescribed under ICDR Regulations, the said Equity Shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottees.

18. 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.

19. 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 Allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue

Identity of the Allottees and the percentage of post preferential issue capital that may be held by them:

Sr no	Name of Proposed Allottees M/s Sundaram Land and Assets Private Limited	Ultimate Beneficial Owners, Nationality	Current and proposed status of the allottee (Pre and Post Preferential Issue)	Pre-issue Share holding	Pre-issue Share holding (%)	Post issue Shareholding	Post issue Share holding (%)
1	VIPUL PUNSHI SHAH	NOT APPLICABLE	Non – Promoter/Public	50,000	0.01%	42,11,280	0.77%
2	PARESH AMBAVI PATEL	NOT APPLICABLE	Non – Promoter/Public	4,11,000	0.09%	45,72,280	0.84%
3	ARVIND POPATLAL SHAH	NOT APPLICABLE	Non – Promoter/Public	3,81,200	0.08%	45,42,480	0.83%
4	JAYANTILAL TEJPAL GADA	NOT APPLICABLE	Non – Promoter/Public	0	0	39,96,160	0.73%
5	SANKET SHANTILAL RAJAVADHA HUF	SANKET SHANTILAL RAJAVADHA	Non – Promoter/Public	0	0	33,29,024	0.61%
6	PRITESH PALAN GADA	NOT APPLICABLE	Non – Promoter/Public	0	0	16,64,512	0.31%
7	AMISHA PRAKASH SHAH	NOT APPLICABLE	Non – Promoter/Public	0	0	16,64,512	0.31%
8	RAMESH RAGHU CHAUDHARY	NOT APPLICABLE	Non – Promoter/Public	0	0	16,64,512	0.31%
9	SEJAL B PATEL	NOT APPLICABLE	Non –	0	0	16,64,512	0.31%

			Promoter/Public				
10	MONA VINESH SHAH	NOT APPLICABLE	Non – Promoter/Public	0	0	16,64,512	0.31%
11	MEGHJI GOKUL PATEL CHAUDHARY	NOT APPLICABLE	Non – Promoter/Public	0	0	16,64,512	0.31%
12	DEEPIKA DAMJI PATEL CHAUDHARY	NOT APPLICABLE	Non – Promoter/Public	0	0	16,64,512	0.31%
13	SHOBHANA MEGHJI PATEL CHAUDHARY	NOT APPLICABLE	Non – Promoter/Public	0	0	16,64,512	0.31%
14	HARSH JAYANTILAL GADA	NOT APPLICABLE	Non – Promoter/Public	1,12,070	0.02%	12,79,430	0.24%
15	DIPTI NAVIN GALA	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
16	NARESH INDEELAL LALWANI	NOT APPLICABLE	Non – Promoter/Public	41,500	0.01%	8,73,756	0.16%
17	HIMANSHU BIPINCHANDR A SHAH	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
18	BHAUTIK PATEL HUF	BHAUTIK BHANJI PATEL	Non – Promoter/Public	0	0	8,32,256	0.15%
19	DHARMENDR A NANAKCHAND MUTREJA	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
20	VINIT PREMJI SHAH	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
21	CHAMPA RAMESH BHURA	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
22	LOKESH RAMESH BHURA	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
23	SUNNY SURESH NARANG	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
24	NEW AGE CAPITAL PARTNERS (V.V L N SASTRY)	Dr. V. V. L. N. Sastry, Indian	Non – Promoter/Public	0	0	64,00,000	1.18%
25	SANGEETA SANJEEV BHURA	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
26	BHARATI BHAGWAN BHURA	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
27	SURAJ	NOT APPLICABLE	Non –	0	0	8,32,256	0.15%

	NARAYAN BHURA		Promoter/Public				
28	RADHESHYAM BALKRISHNA BHURA	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
29	NIRMALA RADHESHYAM BHURA	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
30	KANTA HARGOVIND BHURA	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
31	MONIKA LOKESH BHURA	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
32	SHOBHA RAJEEV BHURA	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
33	SANJEEV RAMESH BHURA	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
34	YASH KUMARPAL SHAH	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
35	KAMAYA DHRUV BHURA	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
36	SAMIR SANGHVI	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
37	BHAVIN BABU PATEL	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
38	DHRUV BHAGWAN BHURA	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
39	AKASH DHARMENDR A MUTREJA	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
40	PRANAV S NARULA	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
41	SATISH JAYANTILAL MEHTA	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
42	UTTAM SURESH NARANG	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
43	SUMATI JAIN	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
44	PRATIK CHANDER HEMDEV	NOT APPLICABLE	Non – Promoter/Public	0	0	8,32,256	0.15%
45	NIRMALABEN MOTILAL NISAR	NOT APPLICABLE	Non – Promoter/Public	0	0	6,65,856	0.12%

46	PUSHPA BHARAT SHAH	NOT APPLICABLE	Non – Promoter/Public	0	0	5,53,216	0.10%
47	BHARAT THAVAR SHAH	NOT APPLICABLE	Non – Promoter/Public	1,000	0.00	5,13,000	0.09%
48	RAJEEV HARGOVIND BHURA	NOT APPLICABLE	Non – Promoter/Public	0	0	5,12,000	0.09%
49	RAMESH BALKRISHNA BHURA	NOT APPLICABLE	Non – Promoter/Public	0	0	5,12,000	0.09%
50	NARAYAN BALKRISHNA BHURA	NOT APPLICABLE	Non – Promoter/Public	0	0	5,12,000	0.09%
51	BHAGWAN BALKRISHNA BHURA	NOT APPLICABLE	Non – Promoter/Public	0	0	5,12,000	0.09%
52	RAMNIK NENSHI GALA	NOT APPLICABLE	Non – Promoter/Public	0	0	5,12,000	0.09%
53	RAMESH BALKRISHNA BHURA HUF	RAMESH BALKRISHNA BHURA	Non – Promoter/Public	0	0	3,20,256	0.06%
54	BHAGWAN BALKRISHNA BHURA HUF	BHAGWAN BALKRISHNA BHURA	Non – Promoter/Public	0	0	3,20,256	0.06%
55	NARAYAN BALKRISHNA BHURA HUF	NARAYAN BALKRISHNA BHURA	Non – Promoter/Public	0	0	3,20,256	0.06%
56	HARGOVIND BALKRISHNA BHURA HUF	RAJEEV HARGOVIND BHURA	Non – Promoter/Public	0	0	3,20,256	0.06%

20. Practicing Company Secretary's Certificate

A certificate from ACS M/s. G R Shah & Associates, Practicing Company Secretary, certifying that the issue of Equity Shares is being made in accordance with requirements of ICDR Regulations shall be placed before the General Meeting of the shareholders. The same is also available at the website of the Company at <https://www.sundaramgroups.in/wp-content/uploads/2025/10/Compliance-Certificate NSE.pdf>.

21. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects

No contribution is being made by Promoter or Directors of the Company, as part of the Preferential Issue.

22. Undertaking

- Neither the Company nor any of its directors and/or Promoters have been declared as willful defaulters as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- Neither the Company nor any of its directors and/or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- None of the Promoters and/or directors of the company are fraudulent borrowers.
- 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.

- e) The Proposed Allottees have confirmed that it has not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
- f) The Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.
- g) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

The approval of the Members is being sought to enable the Board to issue and allot the Equity Shares on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

For Sundaram Multi Pap Limited

Sd/-

Amrut Premji Shah

Managing Director & Chairman

DIN: 00033120

Date: October 16, 2025

Place: Mumbai