

Notice of Annual General Meeting

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Members of the Company will be held on Tuesday, September 30, 2025 at 11:00 A.M. at, Ground Floor, 173/174, Sejal Encasa, S. V Road, Opp. Bata Showroom, Kandivali (West) Mumbai 400067 to transact the following businesses:

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS ALONG WITH DIRECTORS' REPORT AND AUDITOR'S REPORT THERE OF.

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, and the Reports of the Board of Directors and the Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, and the Reports of the Board of Directors and the Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS ALONG WITH AUDITOR'S REPORT.

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, and the Report of Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, and the Report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

3. TO APPOINT MR. VIJAY VASANJI MAMANIA, WHO RETIRES BY ROTATION AS A DIRECTOR.

To appoint Mr. Vijay VasANJI Mamania, who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Vijay VasANJI Mamania (DIN: 01493607) who retires by rotation at this Meeting be and is hereby appointed as a Director of the Company."

4. TO APPOINT SECRETARIAL AUDITOR OF THE COMPANY

To appoint M/s. Pusalkar & Co., Company Secretary in Practice as the Secretarial Auditor of the Company for a term of 5 years and in this regard, to consider and if thought fit, pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act 2013 read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014, including any amendments thereto and regulation 24A of the SEBI LODR 2015 Third Amendment) Regulations, 2024 notified on December 12, 2024, M/s. Pusalkar & Co., Company Secretary in Practice be and is hereby appointed as the Secretarial Auditor of the Company to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report for a term of 5 years, from the conclusion of the 27th Annual General Meeting till the conclusion of the 32nd Annual General Meeting on a remuneration of Rs. 55,000/- (Rupees Fifty- Five Thousand Only) p.a. plus applicable taxes, and out of pocket expenses that may be incurred.

"RESOLVED FURTHER THAT any one of Mr. Jiggar L. Savla, Whole-Time Director and Mr. Ashwin S. Shetty, V.P. Operations & Company Secretary of the Company be and is hereby severally authorized to issue the Appointment Letter and to do all such acts, deeds and things as may be necessary to give effect to the said Resolution and also the Company Secretary of the Company be and is hereby authorized to assist & provide all necessary facilities regarding the secretarial audit of the Company."

SPECIAL BUSINESS:

5. TO APPROVE THE REMUNERATION PAYABLE TO MR. JIGGAR SAVLA (DIN: 09055150), WHOLE-TIME DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT in terms of the appointment and remuneration payable to Shri. Jiggar Savla (DIN: 09055150), Executive Director in pursuance to the applicable provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Rules") and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), if any, and in terms of recommendation of the Nomination and Remuneration Committee and the Board of Directors and subject to such approvals, permissions and sanctions as may be required, Shri. Jiggar Savla shall be paid a remuneration of ₹ 6,00,000/- (Rupees Six Lakhs only) per annum for the Financial Year 2025 - 26, with a liberty to the Board of Directors (hereinafter referred to as "the Board" which shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration

as it may deem fit, subject to the same not exceeding the limits specified under Section 197, read with Schedule V to the Act and Rules made thereunder or any statutory amendment(s), modification(s) or re-enactment(s) thereof.

"RESOLVED FURTHER THAT any of the Directors of the Company, VP Operations & Company Secretary and Chief Financial Officer of the Company be and are hereby severally and/ or jointly authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution."

6. ISSUE, OFFER AND ALLOT NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES (NCRPS) TO DILESH ROADLINES PRIVATE LIMITED, PROMOTER OF THE COMPANY ON PRIVATE PLACEMENT BASIS.

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 55 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any amendment(s), modification(s) or re-enactment(s) thereof), for the time being in force, and the provisions of the Memorandum and Articles of Association of the Company and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include SGL Committee of the Board of Directors for Operations) to create, offer, issue and allot, in one or more tranches, 24,00,000 (Twenty Four Lakhs) Non-Convertible Redeemable Preference Shares of nominal value of Rs. 100/- each ("NCRPS"), aggregating upto Rs. 24,00,00,000/- (Rupees Twenty Four Crores Only) at par to Dilesh Roadlines Private Limited, Promoter of the Company, on a private placement basis, on such terms and conditions as set out in the Statement annexed to the Notice convening this meeting.

"RESOLVED FURTHER THAT in accordance with the provisions of Section 55 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s), modification(s) or re-enactment(s) thereof, the particulars in respect of the offer are as under:

1. Each RPS shall be of Face Value of Rs. 100/- (Rupees Hundred only) each;

2. The RPS issued by the company shall be subject to Memorandum and Articles of Association of the Company and the provisions of the Companies Act, 2013 ("the Act") or any statutory modifications or re-enactment thereof. It shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend, payment along with premium on its redemption and repayment in case of a winding up of the Company;
3. The said RPS shall not be listed with any Stock Exchange.
4. It shall be non-participating in the surplus funds.
5. It shall be non-participating in the surplus assets and profits which remains after the entire capital has been repaid, on winding up of the Company;
6. It shall be paid dividend on a non-cumulative basis @ 8% per annum on the Face Value of NCRPS as may be decided by the Company at its discretion
7. The RPS shall not be convertible into equity shares of the Company.
8. The holder of Preference Share shall have right to vote only on Resolution, which directly affect the right attached to Preference Shares.
9. RPS shall be redeemable at Redemption Price (defined below), on completion of 9 years from the date of allotment of such RPS in accordance with the provisions of the Act.
10. Redemption Price: The RPS shall be redeemed at par.
11. The terms and conditions of the said RPS may be varied by the Board and/or the committee duly constituted for the purpose, subject to mutual consent of the parties.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or committee duly constituted for the purpose be and is hereby authorized to agree and to make such modification(s) and alteration(s) as regards the terms and conditions the RPS and incidental matters thereto, from time to time as it deems fit in the best interest of the Company and to take all such steps as it may deem necessary, desirable or expedient in relation to the issue, offer, allotment and redemption including issuance of 'Offer Document' as per applicable laws and the rules made thereunder and to resolve all questions of doubts and to do all acts, deeds and things and execute all such deeds, documents, writings, in connection therewith and incidental thereto and the Board and/or committee duly constituted for the purpose in its absolute discretion without being required to seek any fresh approval of the members of the Company and the decision of the Board shall be final and conclusive and also to pay such fees and incur such expenses in relation thereto as it may deem appropriate."

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 4, 5 & 6 of the notice is annexed hereto.
2. 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 AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
3. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sejalglass.co.in/. 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 AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.** Proxies, in order to be effective, must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. A blank proxy form is attached herewith the annual report. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten) percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
5. Corporate Members intending to send their Authorized Representatives to attend the meeting are requested to send a Certified True Copy of the Board Resolution authorizing their Representative to attend and vote on their behalf at the Meeting.
6. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2022. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents for assistance in this regard.
8. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to RTA in case the shares are held in physical form.
10. The notice of AGM is being sent to those members/beneficial owners whose name will appear in the register of members/ list of beneficiaries received from the depositories as on Friday, August 29, 2025.
11. The copy of Annual Report, notice of Twenty Seventh Annual General Meeting, notice of e-voting etc. are being sent to the members through e-mail who have registered their e-mail ids with the Company/ Depository Participant (DPs)/ Company's Registrar and Transfer Agent (RTA). Members are requested to update their preferred e-mail ids with the Company/Depository Participant (DPs)/ Company's Registrar and Transfer Agent (RTA), which will be used for the purpose of future communications.
12. Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual Report may send their request to the Company for the same at its registered office before the annual general meeting.
13. All the documents referred to in the Notice, Annual Report and Register of Director's Shareholding are open for inspection, during the business hours, at the Registered office of the Company up to and including the date of Annual General Meeting.
14. The register of Members and Share Transfer books of the Company shall remain closed during the Book Closure period i.e., Friday, September 26, 2025 to Tuesday, September 30, 2025 (both days inclusive).
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members

holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

16. The members holding shares in the same name of same order of names under different folios are requested to send the share certificates for consolidation of such shares to the Company.
17. Shareholder seeking any information with regard to the accounts is requested to write to the Company at an early date but not later than 10 days before the scheduled date of holding of Annual General Meeting.
18. 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.
19. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
20. The notice of the 27th Annual General Meeting and Annual Report for the financial year 2024-25 of the Company is also been uploaded on the website of the Company i.e., www.sejalglass.co.in.
21. E-voting

In compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting"). The Company has appointed Mr. Harshad A. Pusalkar as Scrutinizer for conducting the e-voting process in a fair and transparent manner.

22. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot / polling paper.
23. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.
24. Route Map showing directions to reach to Venue of Meeting is provided at the end of the Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on Thursday, September 25, 2025 at 09.00 A.M. and ends on Monday, September 29, 2025 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. Monday, September 22, 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 Monday, September 22, 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 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"> 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 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. 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
	
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are 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.

Type of shareholders	Login Method
	<p>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.</p> <p>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.</p>
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.

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 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 fcsharshad@gmail.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 Ms. Prajakta Pawle 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 compliance@sejalglass.co.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 compliance@sejalglass.co.in. If you are an Individual shareholders

holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.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.

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Name	Vijay Vasanji Mamania
DIN	01493607
Designation	Non-Executive Non- Independent Director
Date of Birth	06-03-1968
Qualification & Expertise	Mr. Vijay Mamania is the head of the Marketing department at Aarti Industries based in Mumbai with over 30 years of experience in the chemical industry. He did his SYBSC in Chemical Stream.
Relationship with Other Directors of the Company	None
Directorships held in other companies including equity listed companies in India	1. Kucchhi Realtors & Developers Private Limited 2. Prolific Chemicals Private Limited
Committee Memberships and Chairmanships in the Company	Nil
Membership/Chairmanship of Committees of other Boards	Nil
Number of Board meetings attended during the year	5 (Five)
Remuneration last drawn for the financial year 2024-25	NA
Remuneration sought to be paid	NA
Terms and conditions of appointment	As per Nomination and Remuneration Committee policy
Date of first appointment on the Board	March 30, 2022
Shareholding in Sejal Glass Limited	787 Equity Shares
Resignation from Listed entities in past three years	NA

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013)

ITEM NO. 4:

To appoint Secretarial Auditor of the Company

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder's approval obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of Mr. Harshad A. Pusalkar of M/s. Pusalkar & Co. (Firm Registration No. S2020MH771800), as the Secretarial Auditor of the Company for a period of five years, commencing from April 1, 2025, to March 31, 2030. The appointment is subject to shareholders' approval at the Annual General Meeting.

While recommending M/s. Pusalkar & Co for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. M/s. Pusalkar & Co was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

M/s. Pusalkar & Co. is a peer reviewed and a well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India, New Delhi. Mr. Harshad A. Pusalkar is an experienced professional in the field of corporate governance and compliance. His expertise spans corporate advisory, transactional services, and legal due diligence. M/s. Pusalkar & Co. specializes in compliance audit and assurance services, advisory and representation services, and transactional services.

The terms and conditions of M/s. Pusalkar & Co.'s appointment include a tenure of five years, from April 1, 2025, to March 31, 2030. The fixed remuneration for the Secretarial Audit

for the year 2025-26 is set at Rs. 55,000/- (Rupees Fifty-Five Thousand only), plus applicable taxes and other out-of-pocket costs incurred in connection with the audit. The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required by M/s. Pusalkar & Co. to conduct the audit effectively.

Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with M/s. Pusalkar & Co and will be approved by the Board and/ or the Audit Committee. The remuneration for the subsequent years from 2026-27 to 2029-30 will also be approved by the Board and/ or the Audit Committee.

M/s. Pusalkar & Co. has provided its consent to act as the Secretarial Auditor of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of M/s. Pusalkar & Co. as the Secretarial Auditor of the Company.

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 4 of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

ITEM NO. 5:

To Approve the remuneration payable to Mr. Jiggar Savla (DIN: 09055150), Whole-Time Director of the Company

Mr. Jiggar Savla (DIN: 09055150) was appointed as Executive Director of the Company at the 23rd Annual General Meeting held on 30th September, 2021, liable to retire by rotation. The Board, on the recommendation of the Nomination and Remuneration Committee and in consultation with Mr. Jiggar Savla, had approved a token remuneration of Re. 1/- per annum upto the financial year 2024-25, which was approved by members through Special Resolution.

As the Company is gradually progressing and has improved its operational standing, the Nomination and Remuneration Committee has now reviewed the terms of remuneration and recommended, and the Board of Directors has subsequently approved, a revised remuneration of ₹ 6,00,000/- (Rupees Six Lakhs only) per annum to be paid to Mr. Jiggar Savla, Whole-Time Director of the Company, for the financial year 2025-26, with a liberty to the Board of Directors (hereinafter referred to as "the Board" which shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197, read with

Schedule V to the Act and Rules made thereunder or any statutory amendment(s), modification(s) or re-enactment(s) thereof.

In terms of the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, along with rules made thereunder, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the proposed revision in remuneration requires approval of the members of the Company by way of a Special Resolution.

Accordingly, the approval of the members is sought for the proposed remuneration payable to Mr. Jiggar Savla, Whole-Time Director, for the financial year 2025-26.

The Board recommends the Special Resolution set out in the accompanying Notice for the approval of members.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Jiggar Savla and his relatives, is concerned or interested, financially or otherwise, in the resolution.

As required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, the material facts relating to the aforesaid issue of Preference Shares (the "NCRPS Issue") are as follows:

a.	The size of the issue and number of preference shares to be issued and nominal value of each share.	24,00,000 NCRPS of nominal value Rs. 100/- each aggregating to Rs. 24,00,00,000/-.
b.	The nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible.	The NCRPS will be non-cumulative, non participating and non-convertible.
c.	The objectives of the issue.	The proceeds of the issue will be utilized towards repayment of the existing debt of the Company
d.	The manner of issue of shares.	The NCRPS are proposed to be issued on private placement basis to Dilesh Roadlines Private Limited, Promoter of the Company.
e.	The price at which such shares are proposed to be issued.	The NCRPS are proposed to be issued at nominal value of Rs. 100/- each.
f.	The basis on which the price has been arrived at.	The NCRPS will be issued at par. INR 100/- is arrived at on the basis of Valuation Report dated September 01, 2025 obtained from CA Harsh Hasmukh Dedhia, Registered Valuer.
g.	The terms of issue, including terms and rate of dividend on each share, etc.	The NCRPS are proposed to be issued for a period not exceeding twenty years from the date of allotment and shall be fully redeemed at par at maturity. Dividend on NCRPS is 8 % p.a on a non cumulative basis.
h.	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion.	NCRPS shall be redeemable on such date as determined by the board but not later than a period exceeding nine years from the date of allotment which (Equity and Preference) is in accordance with Section 55 of the Companies Act, 2013 read with relevant rules framed there under.
i.	The manner and modes of redemption.	The NCRPS are non-convertible and will be redeemed at par value. The NCRPS shall be redeemed in accordance with the provisions of the Companies Act, 2013 read with the relevant rules.
j.	The Current Shareholding Pattern of the Company.	The shareholding pattern of the Company as on June 30, 2025 (Equity and Preference) is annexed to this Notice. (Annexure A).

ITEM NO. 6:

To Issue, Offer and Allot Non-Convertible Redeemable Preference Shares (NCRPS) to Dilesh Roadlines Private Limited, promoter of the Company on private placement basis.

In terms of Sections 42 and 55 of the Act, read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company making an allotment of preference shares on private placement basis is required to obtain the approval of the Members by way of a special resolution for each of such offer or invitation.

It is proposed to obtain approval of the Members under Sections 42, 55 and other applicable provisions, if any, of the Act, read together with the rules made thereunder (to the extent applicable), to enable the Company (hereinafter also called 'Issuer') to make a private placement of upto 24,00,000 (Twenty-Four Lakhs) Non-Convertible Redeemable Preference Shares of nominal value of Rs. 100/- each ("NCRPS"), aggregating upto Rs. 24,00,00,000 (Rupees Twenty-Four Crores Only) at par to Dilesh Roadlines Private Limited, Promoter of the Company on the terms and conditions set out hereunder:

k.	The expected dilution in equity share capital upon conversion of preference shares.	Not applicable since the NCRPS are proposed to be issued on non-convertible basis.
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Further, as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, additional disclosure for issue of preference shares on private placement basis are as follows:

a.	Particulars of the offer including date of passing of Board resolution	The Board of Directors of the Company at its meeting held on September 03, 2025 approved the issuance of 24,00,000 NCRPS to Dilesh Roadlines Private Limited, Promoter of the Company, on a private placement basis, aggregating to Rs. 24,00,00,000/- (Rupees Twenty Four Crores Only) and on such terms and conditions as may be determined by the Board of Directors
b.	Kinds of securities offered and the price at which security is being offered	The Company proposes to issue Non-Convertible Redeemable Preference Shares (NCRPS) at nominal value of Rs. 100/- per share.
c.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made.	The NCRPS will be issued at par. INR 100/- is arrived at on the basis of Valuation Report dated September 01, 2025 obtained from CA Harsh Hasmukh Dedhia, Registered Valuer
d.	Name and address of valuer who performed valuation;	CA Harsh Hasmukh Dedhia Unit No. 803, Sunshine Tower, Senapati Bapat Marg, Prabhadevi, Mumbai- 400013
e.	Amount which the Company intends to raise by way of such securities.	The Company intends to raise Rs. 24,00,00,000 by way of issue of NCRPS.
f.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.	The Company proposes to issue Non-Convertible Redeemable Preference Shares (NCRPS) at a nominal value of Rs. 100/- per share to Dilesh Roadlines Private Limited, Promoter of the Company on a private placement basis. The NCRPS are unsecured and do not carry any charge on the assets of the Company. The NCRPS are proposed to be issued for a period not exceeding nine years from the date of allotment. NCRPS shall be redeemable on such date as determined by the board but not later than a period exceeding nine years from the date of allotment. The redemption will be at par value. The proceeds of the issue will be utilized towards Repayment of the debt of the Company.

The Board recommends the Special Resolution set forth at Item No. 6 of the Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

Annexure A

Shareholding Pattern as on June 30, 2025 (Pre Issue of NCRPS)

Sejal Glass Limited

Share Holding Pattern as on June 30, 2025

Category	Equity		Preference	
	No. of Shares	% age of Share holding	No. of Shares	% age of Share holding
Promoter Holdings				
Indian Promoter	7575000	75	2000000	100
Foreign Promoter	0	-	0	-
Sub Total	7575000	75	2000000	100
Non-Promoters Holdings				
Institutions	69169	0.6848	0	-
Non-Institutions				
Private Body Corporate	572868	5.6720	0	-
Individuals	1674323	16.5775	0	-
Others	208640	2.0657	0	-
Sub Total	2525000	25	0	-
Total	10100000	100	2000000	100

Registered Office

173/174, 3rd Floor, Sejal Encasa,
S.V. Road, Opp. Bata Showroom,
Kandivali (West), Mumbai- 400067

By Order of Board of Directors
For **Sejal Glass Limited**

Date: September 03, 2025
Place: Mumbai

Sd/-
Ashwin S. Shetty
V.P. Operations & Company Secretary- Compliance Officer

ROUTE MAP



Attendance Slip for the Annual General Meeting

(To be presented at the entrance)

Name

Jointly with

Address

Folio No/Client ID/D.P. ID

No. of Shares held

Full name of Proxy (if attending the Meeting)

I/we certify that I/we am/are the registered shareholder(s)/proxy for the registered shareholder of the Company.

I/we hereby record my/our presence at the 27th Annual General Meeting of the Company held on Tuesday, September 30, 2025 at 11:00 A.M. at Ground Floor, 173/174, Sejal Encasa, Opp. Bata Showroom, S.V. Road, Kandivali (West), Mumbai 400067.

Member's / Proxy's Name

Member's / Proxy's Signature

Note:

1. Only Member/ Proxy holder can attend the meeting.
2. Member/ Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.
3. Please sign and hand over the attendance slip the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

Form No. MGT-11

PROXY FORM

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

Name of the Member(s)
Address
Folio No/ Client Id
DP ID
E-mail Id

I/ We, being the member(s) of **Sejal Glass Limited**, holding.....Equity Shares of the Company, hereby appoint.

1	Name:	Address:
	E-mail Id:	
		Signature
	or failing him/her	
2	Name:	Address:
	E-mail Id:	
		Signature
	or failing him/her	
3	Name:	Address:
	E-mail Id:	
		Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 27th Annual General Meeting of members of the Company, to be held on **Tuesday, September 30, 2025** at Ground Floor, Sejal Encasa, S.V. Road, Kandivali (West), Mumbai 400067 at 11.00 AM and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For	Against
Ordinary Business			
1	Adoption of Audited Standalone Financial Statements along with Directors' Report and Auditors Report thereof		
2	Adoption of Audited Consolidated Financial Statements along with Auditors Report		
3	To appoint Mr. Vijay Vasanthi Mamania, who retires by rotation as a Director		
4	To appoint Secretarial Auditor of the Company		
Special Business			
5	To approve the remuneration payable to Mr. Jiggar Savla (DIN: 09055150), Whole-Time Director of the Company		
6	Issue, offer and allot Non-Convertible Redeemable Preference Shares (NCRPS) to Dilesh Roadlines Private Limited, Promoter of the Company on Private Placement basis.		

Signed thisday of _____, 2025

Signature of Shareholder

Signature of 1st
Proxy holder

Signature of 2nd
Proxy holder

Signature of 3rd
Proxy holder

Affix Revenue
Stamp of
Rupee 1/- Only

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

FORM NO. MGT-12**POLLING PAPER**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21 (l) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company	Sejal Glass Limited
CIN	L26100MH1998PLC117437
Registered Office	173/174, 3 rd Floor, Sejal Encasa, Opp. Bata Showroom, S.V. Road, Kandivali (West), Mumbai 400067
Date of AGM	Tuesday, September 30, 2025
Time	11:00 A.M. (IST)
Venue	173/174, Ground Floor, Sejal Encasa, Opp. Bata Showroom, S.V. Road, Kandivali (West), Mumbai 400067

BALLOT PAPER

Name of the first named Shareholder (in block letters)	
Postal Address	
Name of Joint holder (if any)	
Registered Folio No/ Client Id	
No. of Shares	
Class of Shares	

I hereby exercise my vote in respect of Ordinary/ Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

Sr. No.	Item No.	No. of Equity Share(s) held	I assent to the resolution (For)*	I dissent to the resolution (Against)*
Ordinary Business				
1	Adoption of Audited Standalone Financial Statements along with Directors Report			
2	Adoption of Audited Consolidated Financial Statement			
3	To appoint Mr. Vijay V. Mamania, who retires by rotation as a Director.			
4	To appoint Secretarial Auditor of the Company			
Special Business				
5	To Approve the remuneration payable to Mr. Jiggar Savla (DIN: 09055150), Whole-Time Director of the Company			
6	Issue, offer and allot Non-Convertible Redeemable Preference Shares (NCRPS) to Dilesh Roadlines Private Limited, Promoter of the Company on Private Placement basis.			

Date :

Place :

Signature of first/joint Shareholder

Note: Please read the instructions printed overleaf carefully before exercising your vote.