NOTICE OF 9TH ANNUAL GENERAL MEETING

Notice is hereby given that the Ninth(09th) Annual General Meeting (AGM) of the Members of Sonu Infratech Limited ("the Company") will be held on Friday, September 25, 2026 at 04:00 P.M. IST through Video Conferencing ("VC") / Other Audiovisual Means ("OAVM") to transact the following businesses:

The deemed venue of the meeting shall be the Registered Office of the Company situated at Platinum 404, 4th Floor Park Colony, Opp. Joggers Park, Jamnagar -361008

ORDINARY BUSINESSES:

1. ADOPTION OF FINANCIAL STATEMENTS:

To Receive, Consider and Adopt:

a) The Audited Standalone Financial Statements of the company for the financial year ended March 31, 2026, together with the reports of the board of directors and Auditors thereon;

AND

b) The Audited Consolidated Financial Statements of the company for the financial year ended March 31, 2026 and The Report of Auditors thereon and in this regard.

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolution**;

"**RESOLVED THAT** the Audited Standalone financial statements of the Company for the financial year ended on March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

AND

"**RESOLVED THAT** the Audited consolidated financial statements of the Company for the financial year ended on March 31, 2026 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. TO APPOINT A DIRECTOR IN PLACE OF MR. ARPITKUMAR PANDEY (DIN: 08043237) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:

Explanation: Based on the terms of appointment, executive directors and the non-executive directors (other than Independent Directors) are subject to retirement by rotation. Mr. Arpitkumar Pandey (DIN: 08043237), who was appointed as Executive Director, for the current term, and is the longest-serving member on the Board and whose office is liable to retire at this Annual General Meeting, being eligible, seeks re-appointment. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his reappointment.

Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the shareholders of the Company be, and is hereby accorded for the reappointment of Mr. Arpitkumar Pandey (DIN: 08043237), as a director, who is liable to retire by rotation."

3. TO RE-APPOINT M/S RAICHURA & CO., CHARTERED ACCOUNTANT, (FRN: 126105W), AS STATUTORY AUDITORS OF THE COMPANY FOR SECOND TERM OF FIVE YEARS:

To consider and if thought fit to pass with or without modifications the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, M/s Raichura & Co., Chartered Accountant, (FRN: 126105W) be and are hereby re-appointed as Statutory Auditors of the Company for a second term of five consecutive years to hold office from the conclusion of this 9th Annual General Meeting till the conclusion of 14th Annual General Meeting to be held in the year 2031, at such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be fixed by the Board of Directors of the Company in consultation with the Statutory Auditors."

SPECIAL BUSINESSES:

4. TO APPROVE THE RE-APPOINTMENT OF MR. RAMJI SHRINARAYAN PANDEY (DIN: 02815473) AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY:

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

"**RESOLVED THAT**, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the board" which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Ramji Shrinarayan Pandey (DIN: 02815473) as Chairman & Managing Director for further period of five (5) years with effect from December 27, 2026 liable to retire by rotation and on such terms and conditions including salary and perquisites (hereinafter referred to as "remuneration") as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, inconsonance with the provisions of the Act and in the best interest of the Company.

RESOLVED FURTHER THAT, subject to the provisions of Section 197 read with Schedule V and other provisions of the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mr. Ramji Shrinarayan Pandey (DIN: 02815473) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the board be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, from time to time and to undertake all such steps, as may be deemed necessary in this matter.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad (Gujarat), and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution."

5. TO APPROVE THE RE-APPOINTMENT OF MRS. SEEMA PANDEY (DIN: 02815113) AS WHOLE TIME DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, the following resolution as **SPECIAL RESOLUTION**:

"**RESOLVED THAT,** pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the board" which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mrs. Seema Pandey (DIN: 02815113) as Whole Time Director for further period of five (5) years with effect from December 27, 2026 liable to retire by rotation and on such terms and conditions including salary and perquisites (hereinafter referred to as "remuneration") as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, inconsonance with the provisions of the Act and in the best interest of the Company.

RESOLVED FURTHER THAT, subject to the provisions of Section 197 read with Schedule V and other applicable provisions, if any the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mrs. Seema Pandey (DIN: 02815113) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the board be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, from time to time and to undertake all such steps, as may be deemed necessary in this matter.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad (Gujarat), and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution."

6. TO APPROVE THE RE-APPOINTMENT OF MR. KETAN VALLABHDAS MODI (DIN: 07810879) AS WHOLE TIME DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, the following resolution as **SPECIAL RESOLUTION**:

"RESOLVED THAT, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the board" which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Ketan Vallabhdas Modi (DIN: 07810879) as Whole Time Director for further period of five (5) years with effect from December 27, 2026 liable to retire by rotation and on such terms and conditions including salary and perquisites (hereinafter referred to as "remuneration") as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, inconsonance with the provisions of the Act and in the best interest of the Company.

RESOLVED FURTHER THAT, subject to the provisions of Section 197 read with Schedule V and other applicable provisions, if any the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mr. Ketan Vallabhdas Modi (DIN: 07810879) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the board be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, from time to time and to undertake all such steps, as may be deemed necessary in this matter.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad (Gujarat), and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution."

Registered office:
Platinum 404, 4th Floor Park Colony,
Opp. Joggers Park, Jamnagar - 361008

By order of the Board of Directors
For, **Sonu Infratech Limited**

Place: Jamnagar
Date: September 01, 2026

Ramji Shrinarayan Pandey
Chairman, Managing Director and Chief Financial Officer
DIN: 02815473

Seema Pandey
Whole time Director
DIN: 02815113

IMPORTANT NOTES:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed with the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and latest being General Circular No. 03/2025 dated 22nd September, 2025 ("MCA Circulars"). In terms of the said circulars, the 9th Annual General Meeting ("AGM") of the Members will be held through VC/ OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 15.

2. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard-2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as Annexure to this Notice.

3. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Act, members who are holding shares of the Company in physical mode, are required to register their email addresses, 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. Members holding shares in dematerialised form, who have not registered their email addresses with Depository Participant(s), are requested to register/update their email addresses with their Depository Participant(s).

4. 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 AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013

6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

7. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), as revised with effect from April 01, 2024, read with Clarification/Guidance on applicability of Secretarial Standards 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

8. Pursuant to the provisions of Section 113 of the Act, Body Corporates/Institutional/Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on compliance.sonuinfratech@gmail.com with a copy marked to cs@scsancollp.com and evoting@nsdl.com from their registered Email ID a scanned copy (PDF/ JPG format) of certified copy of the Board Resolution/ Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.

9. In line with the Ministry of Corporate Affairs Circulars, the Notice calling the AGM has been uploaded on the website of the Company at https://www.sonuinfratech.com/. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com 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.

10. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

11. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.

12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode. All documents referred to in the Notice will also be available for inspection during working hours on all business days without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to compliance.sonuinfratech@gmail.com with subject line "Inspection of Documents", mentioning their name, DP ID and Client ID and documents they wish to inspect.

13. Pursuant to regulation 44(6) of the SEBI Listing Regulations, as amended, the Company is providing VC / OAVM facility to its members to attend the AGM.

14. Process and manner for Members opting for voting through Electronic means:

    i. 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), the MCA Circulars & SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

    ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, September 18, 2026, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

    iii. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.

    iv. The remote e-voting will commence on Tuesday, September 22, 2026 at 9.00 A.M. and will end on Thursday, September 24, 2026 at 5.00 P.M. During this period, the Members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. Friday, September 18, 2026 may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.

    v. Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

    vi. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Friday, September 18, 2026.

    vii. The Company has appointed Ms. Anjali Sangtani Secretary (Membership No. FCS: 14118; CP No: 23630), Partner of M/s. SCS & Co LLP, Practising Company M/s SCS and Co LLP, Practicing Company Secretaries (Membership No. FCS: 14118; CP No: 23630), to act as the Scrutiniser for remote e-voting as well as the e-voting on the date of the AGM, in a fair and transparent manner.

15. The procedure and instructions for remote e-voting are, as follows:

The remote e-voting period begins on Tuesday, September 22, 2026 at 9.00 A.M. and will end on Thursday, September 24, 2026 at 5.00 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. on Friday, September 18, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 18, 2026.

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

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

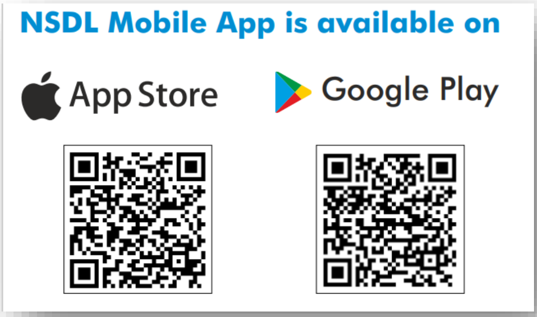
STEP 1: ACCESS TO NSDL E-VOTING SYSTEM:

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or eVoting service provider i.e. NSDL and you will be redirected to eVoting website of NSDL for casting your vote during the remote eVoting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will 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.

	5. 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	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the eVoting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all eVoting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 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 022- 23058738 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 user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6.	If you are unable to retrieve or have not received the "Initial password" or have forgotten your password: a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com. b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com. c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc. d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7.	After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8.	Now, you will have to click on "Login" button.
9.	After you click on the "Login" button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.

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

1) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3) Now you are ready for e-Voting as the Voting page opens.
4) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5) Upon confirmation, the message "Vote cast successfully" will be displayed.
6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

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

4) **Members who need assistance (including assistance with using technology before or during the meeting) can contact NSDL on evoting@nsdl.co.in or call on toll free no.: 1800-222-990.**

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.sonuinfratech@gmail.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance.sonuinfratech@gmail.com

3. 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.
4. 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.

5. 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 withDepositories 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 9TH AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the 9th AGM is same as the instructions mentioned above for remote e- voting.

2. Only those Members/ shareholders, who will be present in the 9th AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the 9th AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 9th AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance.sonuinfratech@gmail.com the same will be replied by the company suitably.

6. For ease of conduct, Members who would like to ask questions may send their questions in advance at least seven (7) days before AGM mentioning their name, demat account number/folio number, email id, mobile number at compliance.sonuinfratech@gmail.com and register themselves as a speaker. Those Members who

have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

16. The Scrutinizer shall, after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and count the same, and count the votes cast during the AGM, and shall make, not later than Two working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the votes shall be final.

    The results declared along with the Scrutinizer's Report shall be placed on the Company's website https://www.sonuinfratech.com/ and on the website of NSDL www.evoting.nsdl.com within two working days of the passing of the Resolutions at the 9th Annual General Meeting of the Company and shall also be communicated to the Stock Exchange where the shares of the Company are listed.

Contact details:

Company	**Address**: Platinum 404, 4th Floor Park Colony, Opp. Joggers Park, Jamnagar-361008, Gujarat, India. **Tel No**.: 0288-2555089 **Email**: compliance.sonuinfratech@gmail.com **Website**: www.sonuinfratech.com
Registrar and Transfer Agent	**Skyline Financial Services Private Limited** **CIN**: U74899DL1995PTC071324 **Address**: D-153A,1st Floor, Okhla Industrial Area, Phase-1, New Delhi, Delhi-110020. **Tel no.:** +91-11-40450193-97/26812682-83 **Email:** info@skylinerta.com **Website**: www.skylinerta.com
E-Voting Agency & VC/ OAVM	**E-mail:** evoting@nsdl.com **NSDL help desk** 1800-222-990
Scrutinizer	**M/s SCS and Co LLP**, Ms. Anjali Sangtani (Membership No. F14118; COP No.: 23630) Partner **Email**: cs@scsancollp.com; **Mo No**: +91 79 4005 1702

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act 2013 and Secretarial Standard II on General Meetings)

ITEM NO.3 - TO RE-APPOINT M/S RAICHURA & CO., CHARTERED ACCOUNTANT, (FRN: 126105W), AS STATUTORY AUDITORS OF THE COMPANY FOR SECOND TERM OF FIVE YEARS: ORDINARY RESOLUTION

M/s. Raichura & Co., Chartered Accountants (FRN: 126105W), were appointed as Statutory Auditors of the Company at the AGM held on November 30, 2021 to hold office from the conclusion of the said meeting till the conclusion of the 9th AGM to be held in the year 2026. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as Statutory Auditors for not more than two (2) terms of five (5) consecutive years. M/s. Raichura & Co is eligible for reappointment for a further period of five years. Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on September 01, 2026, approved the reappointment of M/s. Raichura & Co., Chartered Accountants as the statutory auditors of the Company to hold office for a second term of five consecutive years from the conclusion of the ensuing AGM until the conclusion of the AGM to be held in the year 2031. The reappointment is subject to approval of the shareholders of the Company.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors.

Considering the evaluation of the past performance, experience and expertise of M/s. Raichura & Co and based on the recommendation of the Audit Committee, it is proposed to appoint M/s. Raichura & Co as Statutory Auditors of the Company for a second term of five consecutive years till the conclusion of the 14th AGM of the Company in terms of the aforesaid provisions.

Brief Profile of Raichura & Co:

Raichura & Co., Chartered Accountants, established in 2005, is a professionally managed firm providing a comprehensive range of accounting, audit, taxation and business advisory services. With a presence across Jamnagar, Ahmedabad and Porbandar and a team of experienced professionals, the firm offers expertise in audit and assurance, accounting, taxation, financial planning, bookkeeping and business consulting. The firm is committed to delivering high-quality, reliable and value-driven professional services while upholding the principles of integrity, professionalism and client satisfaction.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

The Board recommends the resolution set forth in item no. 3 for the approval of Members.

Item No. 4: TO APPROVE THE RE-APPOINTMENT OF MR. RAMJI SHRINARAYAN PANDEY (DIN: 02815473) AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY: SPECIAL RESOLUTION

The members of the company at its Annual general meeting held on December 27, 2021 had appointed Mr. Ramji Shrinarayan Pandey (DIN: 02815473) as Chairman & Managing Director of the company for a period of 5 years. The terms and conditions of appointment and remuneration of Mr. Ramji Shrinarayan Pandey (DIN: 02815473) as Chairman & Managing Director of the Company was also approved by the Members of the Company in their Annual general meeting held on December 27, 2021.

As his present term is due to expire on December 26, 2026, the Nomination and Remuneration Committee has recommended, and the Board of Directors at its meeting held on September 01, 2026, has approved, his re-appointment as Chairman & Managing Director for a further period of five (5) year with effect from December 27, 2026, considering his knowledge, experience, expertise and valuable contributions to the Company.

Further, the Company has received (i) Consent in writing to act as a Whole Time Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.
It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Ramji Shrinarayan Pandey (DIN: 02815473) as Chairman & Managing Director in terms of the applicable provisions of the Act.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Ramji Shrinarayan Pandey (DIN: 02815473), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, the re-appointment of Mr. Ramji Shrinarayan Pandey (DIN: 02815473) as Chairman & Managing Director is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information:

Nature of Industry: The Company is engaged into the business of civil construction services, in nature of commercial and industrial project.

Date of commencement of commercial production: The Company is already making the production.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

(Amount in lakhs)

Particulars	**Standalone**		**Consolidated**	
	FY 2025-26	**FY 2024-25**	**FY 2025-26**	**FY 2024-25**
Revenue from operations	16,952.22	14,921.94	19,388.06	17,030.47
Other income	52.92	24.23	55.19	27.33
Total Income	**17,005.14**	**14,946.18**	**19,443.24**	**17,057.79**
Less: Total Expenses before Depreciation, Finance Cost and Tax	14,384.39	12,775.96	16,448.49	14,627.04
Operating Profits before Depreciation, Finance Cost and Tax	**2620.75**	**2170.22**	**2994.75**	**2430.75**
Less: Finance cost	529.01	442.11	645.56	514.37
Less: Depreciation	552.65	399.43	589.83	431.15
Profit / (Loss) Before Tax	**1539.09**	**1328.68**	**1759.36**	**1485.23**
Less: Current Tax	403.13	301.80	459.45	342.83
Less: MAT Credit			-	-
Less: Deferred Tax	-2.09	38.12	-2.81	38.29
Profit/ (Loss) after tax (PAT)	**1138.05**	**988.76**	**1302.72**	**1104.11**
Earnings per Equity Share	**10.61**	**12.27**	**12.15**	**13.70**

Export performance and net foreign exchange: During the year under review, the Company has NIL export performance and NIL net foreign exchange expenditure.

Foreign Investment and collaborations, if any: No collaborations have been made by the Company with any of foreign entity. Further, as at March 31, 2026 total holding of Foreign Shareholders was 3,66,000 Equity Shares.

Information about the Director:

Background Details: Mr. Ramji Shrinarayan Pandey (DIN: 02815473) aged 51 years is Promoter- Chairman and Managing Director of the company. He is having more than 25 year of Experience in the business of construction. He has been a director of the company since incorporation. Under his leadership, company has achieved various milestones which focus on continuous innovation and relentless pursuit of growth and excellence. He is a first-generation industrialist and has played a significant role in the development of our business.

Past Remuneration: In the Financial Year 2025-26, Mr. Ramji Shrinarayan Pandey (DIN: 02815473) withdrew Rs. 18,00,000 per annum as remuneration and perquisite as Chairman & Managing Director.

Job Profile and his suitability: Mr. Ramji Shrinarayan Pandey is having Experience of 25 years in the field of civil construction and infrastructure. He is a first generation industrialist and has played a significant role in the development of our business.

Terms and conditions of Remuneration: Basic Salary up to Rs. 24.00 Lakhs per annum excluding perquisite mentioned hereunder for the existing term.

Comparative remuneration profile with respect to Industry, Size of the company, Profile of the position and person: Taking into consideration the size of the Company, the profile of Mr. Ramji Shrinarayan Pandey, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel:
Mr. Ramji Shrinarayan Pandey has pecuniary relationship to the extent he is promoter of the Company. He is Husband of Mrs. Seema Ramji Pandey (Whole-time director) and Father of Mr. Sonu Ramjibhai Pandey (Executive Director) and Mr. Arpitkumar Ramji Pandey (Executive Director).

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the appointment of Mr. Ramji Shrinarayan Pandey as a Chairman and Managing Director of the Company are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid for the existing term of Mr. Ramji Shrinarayan Pandey (DIN: 02815473) until revised further with other terms and conditions remaining unchanged as per the resolution passed.

The Board of Directors is of the view that the continued appointment of Mr. Ramji Shrinarayan Pandey (DIN: 02815473), for the term as Chairman and Managing Director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 04 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Ramji Shrinarayan Pandey (DIN: 02815473) himself, and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

The Board recommends the Special Resolution as set out at item no. 04 for approval by the Members.

ITEM NO. 5: TO APPROVE THE RE-APPOINTMENT OF MRS. SEEMA PANDEY (DIN: 02815113) AS WHOLE TIME DIRECTOR OF THE COMPANY : SPECIAL RESOLUTION

The members of the company at its Annual general meeting held on December 27, 2021 had appointed Mrs. Seema Pandey (DIN: 02815113) as Whole Time Director of the company for a period of 5 years. The terms and conditions of appointment and remuneration of Mrs. Seema Pandey (DIN: 02815113) as Whole Time Director of the Company was also approved by the Members of the Company in their Annual general meeting held on December 27, 2021.

As her present term is due to expire on December 26, 2026, the Nomination and Remuneration Committee has recommended, and the Board of Directors at its meeting held on September 01, 2026, has approved, her re-appointment as whole Time Director for a further period of five (5) year with effect from December 27, 2026, considering her knowledge, experience, expertise and valuable contributions to the Company.

Further, the Company has received (i) Consent in writing to act as a Whole Time Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mrs. Seema Pandey (DIN: 02815113) as Whole Time Director in terms of the applicable provisions of the Act.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mrs. Seema Pandey (DIN: 02815113), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, the re-appointment of Mrs. Seema Pandey (DIN: 02815113) as Whole Time Director is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information:

Nature of Industry: The Company is engaged into the business of civil construction services, in nature of commercial and industrial project.

Date of commencement of commercial production: The Company is already making the production.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

(Amount in lakhs)

Particulars	**Standalone**		**Consolidated**	
	FY 2025-26	**FY 2024-25**	**FY 2025-26**	**FY 2024-25**
Revenue from operations	16,952.22	14,921.94	19,388.06	17,030.47
Other income	52.92	24.23	55.19	27.33
Total Income	**17,005.14**	**14,946.18**	**19,443.24**	**17,057.79**
Less: Total Expenses before Depreciation, Finance Cost and Tax	14,384.39	12,775.96	16448.49	14627.04
Operating Profits before Depreciation, Finance Cost and Tax	**2620.75**	**2170.22**	**2994.75**	**2430.75**
Less: Finance cost	529.01	442.11	645.56	514.37
Less: Depreciation	552.65	399.43	589.83	431.15
Profit / (Loss) Before Tax	**1539.09**	**1328.68**	**1759.36**	**1485.23**
Less: Current Tax	403.13	301.80	459.45	342.83
Less: MAT Credit			-	-
Less: Deferred Tax	-2.09	38.12	-2.81	38.29
Profit/ (Loss) after tax (PAT)	**1138.05**	**988.76**	**1302.72**	**1104.11**
Earnings per Equity Share	**10.61**	**12.27**	**12.15**	**13.70**

Export performance and net foreign exchange: During the year under review, the Company has NIL export performance and NIL net foreign exchange expenditure.

Foreign Investment and collaborations, if any: No collaborations have been made by the Company with any of foreign entity. Further, as at March 31, 2026 total holding of Foreign Shareholders was 3,66,000 Equity Shares.

Information about the Director:
Background Details: Mrs. Seema Pandey (DIN: 02815113) aged 50 years is Whole Time Director of the company. She is having a considerable experience of more than 15 years in the field of civil construction. An entrepreneur by nature, she has built a successful track record of consistent value creation over the years, across construction business.

Past Remuneration: In the Financial Year 2025-26, Mrs. Seema Pandey (DIN: 02815113) aged 50 years withdrew Rs. 12,00,000 per annum as remuneration and perquisite as Whole Time Director.

Job Profile and her suitability: Mrs. Seema Pandey (DIN: 02815113) She has over 15 years of extensive experience in the civil construction industry, with significant exposure to construction-related operations, project execution, business development, and management. As an entrepreneur with a strong understanding of the construction business, she has played an important role in driving the Company's business activities and supporting its long-term growth. Her experience includes overseeing construction operations, coordinating project execution, managing business relationships, and contributing to strategic and operational decision-making.

Terms and conditions of Remuneration: Basic Salary up to Rs. 16.00 Lakhs per annum excluding perquisite mentioned hereunder for the existing term.

Comparative remuneration profile with respect to Industry, Size of the company, Profile of the position and person: Taking into consideration the size of the Company, the profile of Mrs. Seema Pandey, the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel:
Mrs. Seema Pandey has pecuniary relationship to the extent she is promoter group shareholder of the Company. she is wife of Mr. Ramji Shrinarayan Pandey (Chairman & Managing Director) and Mother of Mr. Sonu Ramjibhai Pandey (Executive Director) and Mr. Arpitkumar Ramji Pandey (Executive Director).

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the appointment of Ms. Seema Pandey (DIN: 02815113) as Whole Time Director of the Company are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid for the existing term of Ms. Seema Pandey (DIN: 02815113) until revised further with other terms and conditions remaining unchanged as per the resolution passed.

The Board of Directors is of the view that the continued appointment of Ms. Seema Pandey (DIN: 02815113), for the term as Whole Time Director will be beneficial to the operations of the Company and the same is commensurate with her abilities and experience and accordingly recommends the Special Resolution at Item No. 05 of the accompanying Notice for approval by the Members of the Company.

Except Ms. Seema Pandey (DIN: 02815113) herself, and her relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

The Board recommends the Special Resolution as set out at item no. 05 for approval by the Members.

ITEM NO. 6: TO APPROVE THE RE-APPOINTMENT OF MR. KETAN VALLABHDAS MODI (DIN: 07810879) AS WHOLE TIME DIRECTOR OF THE COMPANY: SPECIAL RESOLUTION

The members of the company at its Annual general meeting held on December 27, 2021 had appointed Mr. Ketan Vallabhdas Modi (DIN: 07810879) as Whole Time Director of the company for a period of 5 years. The terms and conditions of appointment and remuneration of Mr. Ketan Vallabhdas Modi (DIN: 07810879) as Whole Time Director of the Company was also approved by the Members of the Company in their Annual general meeting held on December 27, 2021.

As his present term is due to expire on December 26, 2026, the Nomination and Remuneration Committee has recommended, and the Board of Directors at its meeting held on September 01, 2026, has approved, his re-appointment as whole Time Director for a further period of five (5) year with effect from December 27, 2026, considering his knowledge, experience, expertise and valuable contributions to the Company.

Further, the Company has received (i) Consent in writing to act as a Whole Time Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Ketan Vallabhdas Modi (DIN: 07810879) as Whole Time Director in terms of the applicable provisions of the Act.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Ketan Vallabhdas Modi, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, the re-appointment of Mr. Ketan Vallabhdas Modi as Whole Time Director is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information:

Nature of Industry: The Company is engaged into the business of civil construction services, in nature of commercial and industrial project.

Date of commencement of commercial production: The Company is already making the production.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

(Amount in lakhs)

Particulars	Standalone		Consolidated	
	FY 2025-26	FY 2024-25	FY 2025-26	FY 2024-25
Revenue from operations	16,952.22	14,921.94	19,388.06	17,030.47
Other income	52.92	24.23	55.19	27.33
Total Income	**17,005.14**	**14,946.18**	**19,443.24**	**17,057.79**
Less: Total Expenses before Depreciation, Finance Cost and Tax	14,384.39	12,775.96	16448.49	14627.04
Operating Profits before Depreciation, Finance Cost and Tax	**2620.75**	**2170.22**	**2994.75**	**2430.75**
Less: Finance cost	529.01	442.11	645.56	514.37
Less: Depreciation	552.65	399.43	589.83	431.15
Profit / (Loss) Before Tax	**1539.09**	**1328.68**	**1759.36**	**1485.23**
Less: Current Tax	403.13	301.80	459.45	342.83
Less: MAT Credit			-	-
Less: Deferred Tax	-2.09	38.12	-2.81	38.29
Profit/ (Loss) after tax (PAT)	**1138.05**	**988.76**	**1302.72**	**1104.11**
Earnings per Equity Share	**10.61**	**12.27**	**12.15**	**13.70**

Export performance and net foreign exchange: During the year under review, the Company has NIL export performance and NIL net foreign exchange expenditure.

Foreign Investment and collaborations, if any: No collaborations have been made by the Company with any of foreign entity. Further, as at March 31, 2026 total holding of Foreign Shareholders was 3,66,000 Equity Shares.

Information about the Director:

Background Details: Mr. Ketan Vallabhdas Modi (DIN: 07810879) aged 52 years is Whole Time Director of the company. He is having a considerable experience of more than 24 years in the field of civil construction.

Past Remuneration: In the Financial Year 2025-26, Mr. Ketan Vallabhdas Modi (DIN: 07810879) aged 52 years withdrew Rs. 14,00,000 per annum as remuneration and perquisite as Whole Time Director.

Job Profile and his suitability: Mr. Ketan Vallabhdas Modi (DIN: 07810879) has over 24 years of extensive experience in the civil construction industry. Prior to the formation of the company, he was a Partner of erstwhile Sonu Enterprises. He played key role in Administration of company. Under his leadership the company established good public relation.

Terms and conditions of Remuneration: Basic Salary up to Rs. 16.00 Lakhs per annum excluding perquisite mentioned hereunder for the existing term.

Comparative remuneration profile with respect to Industry, Size of the company, Profile of the position and person: Taking into consideration the size of the Company, the profile of Mr. Ketan Vallabhdas Modi, the responsibilities shouldered by his and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel: Mr. Ketan Vallabhdas Modi has pecuniary relationship to the extent he is promoter group shareholder of the Company. He is husband of Mrs. Dipti Ketan Modi (Non-Executive Director).

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the appointment of Mr. Ketan Vallabhdas Modi as Whole Time Director of the Company are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid for the existing term of Mr. Ketan Vallabhdas Modi until revised further with other terms and conditions remaining unchanged as per the resolution passed.

The Board of Directors is of the view that the continued appointment of Mr. Ketan Vallabhdas Modi (DIN: 07810879), for the term as Whole Time Director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 06 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Ketan Vallabhdas Modi (DIN: 07810879) himself, and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

The Board recommends the Special Resolution as set out at item no. 06 for approval by the Members.

Registered office:
Platinum 404, 4th Floor Park Colony,
Opp. Joggers Park, Jamnagar – 361008,
Gujarat, India.

By order of the Board of Directors
For, Sonu Infratech Limited

Place: Jamnagar
Date: September 01, 2026

Ramji Shrinarayan Pandey
Chairman, Managing Director and Chief Financial Officer
DIN: 02815473

Seema Pandey
Whole time Director
DIN: 02815113

ANNEXURE TO THE NOTICE

Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-II issued by ICSI

Name of Director	Mr. Arpitkumar Pandey	Mr. Ramji Shrinarayan Pandey	Mrs. Seema Pandey	Mr. Ketan Vallabhdas Modi
Directors Identification Number (DIN)	08043237	02815473	02815113	07810879
Date of Birth	01-05-1995	07-03-1975	03-07-1976	18-07-1974
Age	31 years	51 years	50 years	52 years
Educational Qualifications	Bachelor of Technology in Mechanical Engineering	Undergraduate	Undergraduate	Undergraduate
Experience - Expertise in specific functional areas - Job profile and suitability	He is having experience of over more than 5 years in the field of construction business and is versed with Contract Management, Project Management and Project Planning. He also has strong Leadership and Business management skills.	He is intermediate and having more than 23 years of experience in the business of construction.	She is having more than 13 years of experience in the business of construction.	He is intermediate and having more than 23 years of experience in the business of construction.
Date of first Appointment on the Board of the Company	09-03-2024	29-09-2017	29-09-2017	29-09-2017
Date of Appointment / Re-appointment (at current term)	09-03-2024	27-12-2021	27-12-2021	27-12-2021
No. of Shares held as on March 31, 2026 including shareholding as a Beneficial Owner.	2,60,000	24,20,000	10,02,000	14,20,000
Listed entities form which the person has resigned in the past three years	NA	NA	NA	NA

Name of Director	Mr. Arpitkumar Pandey	Mr. Ramji Shrinarayan Pandey	Mrs. Seema Pandey	Mr. Ketan Vallabhdas Modi
Terms and conditions of re-appointment	Liable to retire by rotation	Liable to retire by rotation	Liable to retire by rotation	Liable to retire by rotation
Remuneration last drawn	12,00,000 p.a.	18,00,000 p.a.	12,00,000 p.a.	14,00,000 p.a.
Remuneration sought to be paid	12,00,000 p.a.	24,00,000 p.a.	16,00,000 p.a.	16,00,000 p.a.
Number of Meetings of the Board attended during the year	14 meetings out of 14 meetings attended	14 meetings out of 14 meetings attended	14 meetings out of 14 meetings attended	14 meetings out of 14 meetings attended
Directorships held in other companies*	-Alento Hotel Private Limited -Arpit Techno Private Limited -Isht Anukampa Travels Private Limited	-Arpit Techno Infra Private Limited -Isht Anukampa Travels Private Limited	-Arpit Techno Infra Private Limited	--
Memberships/ Chairmanships of committees of other public companies**	Membership-0 Chairmanship-0	Membership-1 Chairmanship-0	Membership-0 Chairmanship-0	Membership-1 Chairmanship-0
Inter-se Relationship with other Directors	He is the son of Mr. Ramji Shrinarayan Pandey and Mrs. Seema Pandey, and brother of Mr. Sonu Pandey.	He is the father of Mr. Arpitkumar Pandey and Mr. Sonu Pandey. He is Husband of Mrs. Seema Pandey.	She is Mother of Mr. Arpitkumar Pandey and Mr. Sonu Pandey. Also, she is wife of Mr. Ramji Shrinarayan Pandey.	He is husband of Mrs. Dipti Ketan Modi.
Information as required pursuant to NSE Circular No. L1ST/COMP/14/2018- 19 dated June 20, 2018	Mr. Apritkumar Pandey is not debarred from holding the office of director pursuant to any SEBI order.	Mr. Ramji Shrinarayan Pandey is not debarred from holding the office of director pursuant to any SEBI order.	Mrs. Seema Pandey is not debarred from holding the office of director pursuant to any SEBI order.	Mr. Ketan Vallabhdas Modi is not debarred from holding the office of director pursuant to any SEBI order.

**Excluding foreign companies, Section 8 companies and Struck off Companies and our Company.*
***Includes only Audit Committee and Stakeholders' Relationship Committee.*