

## NOTICE

**NOTICE IS HEREBY GIVEN THAT 02/2025-26 AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF M/S. SUMAX ENGINEERING LIMITED WILL BE HELD ON TUESDAY, THE 10<sup>TH</sup> OF MARCH, 2026 AT 11:00 A.M. VIDEO CONFERENCE “VC” / OTHER AUDIO-VISUAL MEANS, AT A SHORTER NOTICE TO TRANSACT THE FOLLOWING BUSINESS:**

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### **SPECIAL BUSINESS:**

#### **1. TO CONSIDER THE ISSUE OF BONUS SHARES TO THE MEMBERS:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and relevant provisions of Memorandum of Association and Articles of Association of the Company and pursuant to recommendation of the Audit Committee and Board of Directors and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities, the consent of the shareholders be and is hereby accorded that a sum of Rs. 12,62,70,000/- be capitalized out of the general reserves and set for free distribution amongst the equity shareholders by issue of 1,26,27,000 bonus equity shares of Rs. 10/- each credited as fully paid-up equity shares (hereinafter referred to as new shares) of an aggregate nominal value of Rs. 1,26,27,000 /- to the shareholders of the Company in the proportion of Six (6) bonus shares for every One (1) equity share of face value of Re. 10/- (Rupees Ten) each held by them on 06.03.2026 as the record date.

**RESOLVED FURTHER THAT** the bonus shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as on the record date and the same shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the New Equity Shares will be credited in electronic form to the Demat accounts of the shareholders who hold the existing equity shares in electronic form in accordance with the applicable provisions.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to give such directions, as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission to Registrar of Companies, Registrar & Share Transfer Agent, depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution.”

## **2. TO APPROVE INITIAL PUBLIC OFFER OF EQUITY SHARES OF THE COMPANY THROUGH FRESH ISSUE AND OFFER FOR SALE OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to Section 23(1)(a), 24, 26, 28, 29, 32, 39, 40 & 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof), the applicable provisions of Securities Contracts (Regulation) Act, 1956, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to and in accordance with any other applicable laws or regulation in India, including without limitation, the provisions of the Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018(the “SEBI ICDR Regulations”) (including any statutory modification or re-enactment thereof, for the time being in force) and the listing agreement to be entered into with the Stock Exchange where the equity shares and/or other securities of the Company are proposed to be listed on the SME/Startups/EMERGE platform and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Securities and Exchange Board of India (“SEBI”), Stock Exchange(s),the Reserve Bank of India (“RBI”) Ministry of Corporate Affairs (“MCA”), the Registrar of Companies (the “RoC”) and/ or any other competent authorities, and all other appropriate applicable statutory and/or regulatory requirements and subject to such approvals, consents, sanctions, permissions and conditions as may be prescribed by competent statutory and/or regulatory authorities granting such, the consent of members of the Company be and is hereby accorded to issue, offer and allot equity shares of face value of Rs. 10/- (“Equity Shares”), each and such other securities which may be convertible into or exchangeable for Equity Shares, at a price including premium to be determined in accordance with the method as may be prescribed by SEBI ICDR Regulations, 2018 and subsequent amendments thereto (“ICDR Regulations”), upto 51,00,000 Equity Shares (Fifty One Lakh Equity Shares Only) comprising of the fresh Issue, upto 41,00,000 shares and Offer for sale upto 10,00,000 Shares by selling shareholders of which up to 9,00,000 shares by Mr. Sudeep Mehta and up to 1,00,000 shares by Mrs. Vimla Mehta at such price including premium as may be decided in any mode whether fixed or through book building mechanism as per the Regulations. The issue and allotment of Equity Shares and/or other securities to Market Maker, in accordance with the provisions of regulation 261 of chapter IX of the ICDR Regulations and/or other applicable statutory and/or regulatory requirements, to be issued, at par or at premium and for cash or other consideration as may be resolved by members.

**RESOLVED FURTHER THAT** such of these equity shares may also be issued on Pre-IPO Placement (as defined under SEBI ICDR Regulations) or to any category(ies) of persons as may be permissible in accordance with the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines in such manner, if any, and on such terms as the Board and/or its Committee in its absolute discretion may think most beneficial to the Company including without limitation, to negotiate, finalise and execute any document or agreement and any amendments or supplements thereto and generally do all such acts, deeds, matters and things in relation to all matters incidental to or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing.

**RESOLVED FURTHER THAT** such of these equity shares to be issued as are not subscribed may be disposed of by Board to such persons and in such manner and on such terms as the Board in its absolute discretion may think most beneficial to the Company including offering or placing them with Banks/Financial Institutions/Investment Institutions/Foreign Institutional Investors/Bodies Corporate/such

other persons or otherwise as the Board may in its absolute discretion decide, subject to the SEBI ICDR Regulations and other regulations, as applicable.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalise and execute the Offer Document(s), Form of Application, appointment of the Book Running Lead Manager/Lead Manager(s), Registrar to the Issue/Offer, Market Maker(s), Nominated Investors and other intermediaries as specified in the applicable laws, rules, regulations and guidelines, for the time being in force, and as may be deemed necessary to carry out/settle any question arising out of or in relation to the proposed Issue/Offer, enter into stand-by-arrangement with Brokers/Bankers/Book Running Lead Manager/Lead Manager for the whole or the part of the Issue/Offer and on such terms and conditions within the broad framework of parameters as prescribed by the Concerned authorities, and do all such acts, deeds and things as it may, in its sole discretion, deem necessary and settle any or all matters arising with respect to the Issue/Offer, allotment and utilisation of the proceeds of the issue of Equity Shares and further to do all such acts, deeds and things and finalise and execute all such deeds, documents, agreements and writings, and such other activities as may be necessary for the purpose of giving effect to all the resolutions pertaining to the proposed initial public offering, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or such Committee thereof as the Board may constitute in this regard.

**RESOLVED FURTHER THAT** in terms of the Act and all other applicable provisions of the Act, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines, the Board be and is hereby authorised at its option to make an allotment of not more than 10% of the net issue/offer to public for the purpose of making allotment in minimum lots, in case of oversubscription.

**RESOLVED FURTHER THAT** the Board or a Committee constituted thereof as the Board may constitute in this regard, be entitled to vary, modify, or alter any of the foregoing terms and conditions, to conform to those as may be approved by the SEBI, or any other appropriate authorities/ and department(s) or the stock exchange(s).

**RESOLVED FURTHER THAT** for the purpose of undertaking the IPO and/or to give effect to the above, the Board or a Committee constituted thereof be and is hereby authorised to do all such acts, things or deeds as may be necessary for the issuance and allotment of the said Equity shares and to take such action or give such directions as may be necessary or desirable, and to accept any modifications in the proposed and terms of the Issue/Offer, including the price of the Equity shares to be so issued, as may be considered necessary by the Board or as may be prescribed in granting approvals to the Issue/Offer and which may be acceptable to the Board and to decide the Basis of Allotment and settle any question or difficulty that may arise in regard to the Issue/Offer and Allotment of the Equity Shares.

**RESOLVED FURTHER THAT** for the purposes of giving effect to this resolution, the Board or such other Committee thereof as the Board may constitute in this regard, be and are hereby authorized to do all or any of such acts, deeds, matters and things as it may in its discretion deem necessary or desirable for such purpose including without limitation to enter into escrow, underwriting, marketing, depository, market-making and any other arrangements or agreements deemed necessary by virtue of the proposed IPO, with one or more intermediaries and to appoint and remunerate such intermediaries or agencies by way of commission, brokerage, fees or the like and also to seek the listing of such securities on stock exchange(s) in India with the power to act on behalf of the Company and to settle such question, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its discretion deem fit.

**RESOLVED FURTHER THAT** the Equity Shares to be so issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing equity shares of the Company, save and except that the said new equity shares shall be entitled to such payment of dividend as may be declared at any time after allotment thereof on the amount paid up thereon on pro rata basis with the existing shares of the Company.

**RESOLVED FURTHER THAT**

i. All monies received by the Company out of the Issue/Offer and allotment of the Equity Shares to the public shall be transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;

ii. Details of all monies utilised out of the Issue/Offer as referred to above shall be disclosed and continued to be disclosed until the time any part of the Issue/Offer proceeds remains unutilised under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilised;

iii. Details of all unutilised monies out of the Issue/Offer, if any, as referred to above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilised monies have been invested; and

iv. Our Company shall comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) subject to the amendment, as may be applicable in relation to the disclosure and monitoring of the utilization of the proceeds of the Offer.

**RESOLVED FURTHER THAT** the Board and/or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things necessary under applicable provisions of laws, rules and regulations and subject to approvals, consents, permissions and sanctions from any authority/ies for the listing of Equity Shares on one or more Stock Exchange(s) in India, and to enter into agreements, deeds, documents and/or incur costs in connection with the said listing, and to enter into depository arrangements to enable members of the Company to trade in Equity Shares in a dematerialized form with regard to any such issue or allotment as it may in its absolute discretion deem fit and all such other acts necessary for the listing without being required to seek any further consent or approval of the members.

**RESOLVED FURTHER THAT** the Board may authorize to the Board to take decisions with regard to the IPO as it may, in its absolute discretion deem fit and proper in the interest of the Company, without requiring any further approval of the shareholders of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, any of the Directors or Company Secretary or authorized signatory, be and are hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”

**For and on behalf of the Board of Directors  
Sumax Engineering Limited**

**Date: 09.03.2026  
Place: Hyderabad**

**Sd/-  
Sudeep Mehta  
Managing Director  
(DIN: 00483072)**

**Notes:**

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 03/2025 dated September 22, 2025, along with Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 11/2022 dated 28.12.2022 (collectively referred to as “MCA Circulars”), the MCA Circulars granted certain relaxations and thus permitted the holding of Extra Ordinary General Meeting (“EGM”) of the companies through VC/OAVM viz. without the physical presence of the Members at a common venue. Hence in compliance with the provisions of the Companies Act, 2013 (“Act”), and MCA Circulars, as applicable, the EGM of the Company is being held through VC / OAVM (e-EGM).
2. Pursuant to the provisions of the Act, a Members entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the abovementioned MCA Circulars, through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required. Log in credentials will be provided in advance to the meeting.
4. Appointment of proxy to attend and cast vote on behalf of the member is not available.
5. Members who are Body Corporates are entitled to appoint authorized representatives to attend the e- EGM through VC/OAVM and participate thereat and cast their votes through show of hands according the assent.
6. The Members can join the e-EGM 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
7. Members are requested to notify any change in their address/ e-mail address / mandate/ bank details immediately to the Company to its designated Email id at [sumaxsecretarial@gmail.com](mailto:sumaxsecretarial@gmail.com).
8. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
9. The attendance of the Members (members logins) attending the e-EGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
11. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.

12. 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.
13. Members can cast their vote by show of hands. In case a poll is demanded, the members shall cast their vote on the resolution only by sending emails through their e-mail address which are registered with the company to the designated email address of the Company [sumaxsecretarial@gmail.com](mailto:sumaxsecretarial@gmail.com).
14. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on behalf at the meeting.

**For and on behalf of the Board of Directors  
Sumax Engineering Limited**

**Date: 09.03.2026  
Place: Hyderabad**

**Sd/-  
Sudeep Mehta  
Managing Director  
(DIN: 00483072)**

**EXPLANATORY STATEMENT**  
**(Pursuant to section 102 of the Companies Act, 2013)**

**Resolution No. 1: To consider the issue of Bonus Shares to the members:**

The Company has witnessed substantial growth in business and profitability in the recent years. Keeping in view that the Company has performed well and with a view to reward the existing Members of the Company, the Board of Directors of the Company has recommended issue of bonus shares to the Members of the Company whose names shall appear on the Register of Members on 06.03.2026, being the “Record Date” determined by the Board (including a committee thereof) for the purpose, in the proportion of 6:1 i.e. 6 (Six) new fully paid-up equity share of Rs. 10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity share of Rs. 10/- (Rupees Ten only) each, subject to necessary approvals.

The Articles of Association of the Company permits capitalisation of any part of the amount for the time being standing to the credit of any of the Company’s reserve accounts or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued/allotted to the members as fully paid bonus shares.

The Bonus Shares so allotted shall rank pari passu in all respect with the existing fully paid-up Equity Shares of the Company and the Bonus Shares shall be issued in dematerialized form only. Further, the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

Issue of bonus equity shares requires approval of Members in terms of Section 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals Accordingly, approval of members is sought for passing the ordinary resolution set out at item no. 1 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 1 of this Notice except to the extent of their shareholding in the Company.

The Board of Directors recommends the passing of the above resolution as a Special Resolution set out in the item.

**Resolution No. 2: To approve Initial Public Offer of equity shares of the Company through fresh issue and offer for sale of the Company:**

The members are hereby informed that keeping in view the fund requirements of the Company for its business expansion, it is proposed to go for initial public offer of equity shares of the Company through fresh issue and offer for sale of the Company. The Company proposes to undertake an initial public offering of equity shares of face value of Rs. 10 each of the Company (“Equity Shares”) which shall consist of upto 51,00,000 Equity Shares (Fifty One Lakh Equity Shares Only) comprising of the fresh Issue, upto 41,00,000 shares and Offer for sale upto 10,00,000 Shares by selling shareholders of which up to 9,00,000 shares by Mr. Sudeep Mehta and up to 1,00,000 shares by Mrs. Vimla Mehta (s) (“Offer for Sale” and together with Fresh Issue, the “Offer”). The Company intends to, at the discretion of the Board of Directors of the Company, (which shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution),

undertake the Offer and list its Equity Shares at an opportune time in consultation with the book running lead managers (“BRLMs”) and other advisors and subject to applicable regulatory approvals and other approvals, to the extent necessary.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 (“Companies Act”), the approval of the shareholders of the Company is required through a special resolution.

The Company proposes to issue, offer and allot upto 41,00,000 shares in the fresh issue at such price and at such time as may be considered appropriate by the Board and Offer for sale upto 10,00,000 Shares by selling shareholders of which up to 9,00,000 shares by Mr. Sudeep Mehta and up to 1,00,000 shares by Mrs. Vimla Mehta in consultation with the Book Running Lead Managers, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public offer by way of book building method under the SEBI(ICDR) Regulations, 2018 as amended from time to time. The Equity Shares, if any, allotted vide the Offer shall rank in all respects pari passu with the existing Equity Shares of the Company. The proceeds of the Fresh Issue will be utilised for the purposes that shall be disclosed in the draft red herring prospectus, red herring prospectus and the prospectus. The Board has the authority to modify the above objects on the basis of the requirements of the Company, in accordance with applicable laws.

The Equity Shares are proposed to be listed on the SME/Startups platform as determined by the Board at its absolute discretion (the “Stock Exchange”) and the Company will be required to enter into listing agreements with the Stock Exchange.

The Company will not make offer of equity shares to the promoters of the Company in the offer.

The Board of Directors of the Company has by its resolution dated 09<sup>th</sup> March, 2026 approved the proposed Initial Public Offering by the Company, and recommends the same for the approval by the members of the Company by way of a Special Resolution.

None of the Directors or Key Managerial Personnel, except Mr. Sudeep Mehta and Mrs. Smriti Mehta, are interested in the resolution to the extent of number of shares proposed to be offered by them in the capacity of selling shareholders in the offer for sale.

**For and on behalf of the Board of Directors  
Sumax Engineering Limited**

**Date: 09.03.2026  
Place: Hyderabad**

**Sd/-  
Sudeep Mehta  
Managing Director  
(DIN: 00483072)**