NOTICE

Notice is hereby given that **Extraordinary General Meeting ("EGM") (03/2026-27)** of the Members of **Sun Drops Energia Limited ("the Company")** will be held on **Thursday, November 26, 2026, at 10:00 A.M. IST** at the registered office of the Company at 'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar, Surat – 395017, Gujarat, India to transact the following business(es).

SPECIAL BUSINESS:

ITEM NO. 1: ISSUE OF EQUITY SHARES ON A PRIVATE PLACEMENT BASIS TO THE PERSONS BELONGING TO THE NON-PROMOTER CATEGORY:

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

"RESOLVED THAT pursuant to provisions of section 23, 42, 62(1)(c) of the Companies Act, 2013 (the "**Act**"), read with rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 (the "**Rules**") and other applicable provisions, if any of the Act (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment thereof, as may be applicable for the time being in force) read with applicable and enabling provisions of Article of Association (hereinafter collectively referred to as "**Applicable Laws**"), and subject to such approvals, consents, permissions and sanctions of any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and/or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which terms shall be deemed to include any Committee which the Board may have constituted to exercise certain powers, including the powers, conferred by this resolutions), (hereinafter collectively referred to as "**Necessary Approvals**"), the consent and approval of the Members of the Company be and is hereby accorded to Board of Directors to create, issue, offer and allot, on a private placement basis, in one or more tranches, up to 12,28,500 (Twelve Lakh Twenty-Eight Thousand Five Hundred) equity shares of face value of Rs. 5/- (Rupees Five Only) each ("**Equity Shares**") at an issue price of Rs. 407/- (Rupees Four Hundred and Seven Only) including a premium of Rs. 402/- (Rupees Four Hundred and Two Only) per share ("**Subscription Shares**") which is determined in terms of the valuation report dated October 23, 2026, issued by Mr. Manish Rathi, having registration no. IBBI/RV/06/2020/12995 aggregating up-to Rs. 49,99,99,500/- (Rupees Forty-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Five Hundred Only), for cash, to following person ("**Proposed Allottee**") as given in the below table on such terms and conditions as may be determined by and between the Company and Proposed Allottee (the "**Preferential Issue**" or "**Issue**"):

Sr. No.	Name of Proposed Allottees	Category of Proposed Allottees	Proposed Number of Equity Shares to be allotted	Issue Price (In Rs.)	Total Amount (In Rs.)
1.	S K A Dairy Foods India Private Limited (CIN: U15209TZ2008PTC014759)	Non – Promoter	12,28,500	407	49,99,99,500

RESOLVED FURTHER THAT as per Rule 13(2)(d)(v) of the Companies (Share Capital and Debentures) Rules, 2014, the relevant date with reference to which the price has been arrived at is March 31, 2026 **("Relevant Date")**

RESOLVED FURTHER THAT the Subscription Shares to be issued and allotted in the manner aforesaid shall be subject to the conditions prescribed under the Applicable Laws including the following:

1. Total consideration for the Subscription Shares will be payable at the time of subscription to the Subscription Shares, as prescribed under Rule 14(5) of Companies (Prospectus and Allotment of Securities) Rules, 2014.
2. The Subscription Shares shall be issued and allotted by the Company in dematerialized form within a period of 60 days from the date of receipt of application money for the Subscription Shares.
3. The Subscription Shares proposed to be issued shall rank *pari-passu* with the existing equity shares of the Company in all respects including as to the dividend declared and voting rights.

RESOLVED FURTHER THAT subject to the receipt of Necessary Approvals, consent of the Members of the Company be and hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5, and issue and circulate the private placement offer cum application letter in Form PAS-4, to the Proposed Allottee inviting it to subscribe Subscription Shares following the Applicable Laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including external advisors, experts, legal advisors, manager etc., to assist the Company, if required for the said Preferential Issue and finalise the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents and agreements as may be required.

RESOLVED FURTHER THAT Dr. Faruk G. Patel, Chairman & Director, Mr. Mohmed Sohil Yusufbhai Dabhoya, Whole-Time Director, Mr. Kapil Kriplani, Chief Financial Officer and Mr. Krunal Bhatt, Company Secretary of the Company be and are hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as may, in their absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions attached to the Subscription Shares to be allotted to Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of Subscription Shares; filing of requisite documents with the Ministry of Corporate Affairs **("MCA")** and other regulatory authorities; resolve and settle any questions and difficulties that may arise in the Issue and allotment of Subscription Shares; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any one or more Directors/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, any Director(s) or Officer(s) of the Company or any other authorised persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and hereby approved, ratified and confirmed in all respects."

For Sun Drops Energia Limited

Sd/-
Krunal Bhatt
Company Secretary

Date: November 04, 2026
Place: Surat

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

2. In pursuance to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014, Proxies in Form MGT-11, in order to be valid and effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the date of the meeting.

3. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.

4. In case the Company has its members as body corporate, then such body corporate member(s) shall be entitled to appoint their authorized representative to attend and vote at the meeting. Corporate Members intending to send their authorized representatives(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution/ other authority letter.

5. Members/Proxies/Authorised Representative are requested to bring their attendance slip duly filled in for attending the meeting.

6. All the statutory records and registers required to be kept open for inspection in terms of the provisions of the Companies Act, 2013 and the rules made there under, are available for inspection by the members of the Company at its registered office/corporate office in physical or electronic form during business hours on each working day up to the meeting date and also at the place of the meeting on the meeting day.

7. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”), in respect of the Special Business(es) to be transacted at the meeting is enclosed and forms a part of this notice.

8. Kindly bring your copy of Notice to the meeting.

9. The route map showing directions to reach the venue of the Extraordinary General Meeting is annexed and forms part of the Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 1

As required under Section 102(1) of the Companies Act, 2013, the following statement sets out all the material facts relating to the special business mentioned under Item No. 1 of this Notice.

The Board of Directors of the Company at their meeting held on **November 04, 2026**, considered and approved the proposal of raising funds by way of the preferential issue of equity shares.

The approval of the Members is accordingly being sought by means of a Special Resolution under Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder. The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 under the Act, are set forth below:

1. **Particulars of the Preferential Issue including the date of passing of the Board Resolution**
   The Board of Directors of the Company at their meeting held on November 04, 2026, has, considered and subject to the approval of the members and such other approvals as may be required, approved the issuance up-to 12,28,500 (Twelve Lakh Twenty-Eight Thousand Five Hundred) equity shares of face value of Rs. 5/- (Rupees Five Only) each ("**Equity Shares**") at an issue price of Rs. 407/- (Rupees Four Hundred and Seven Only) including a premium of Rs. 402/- (Rupees Four Hundred and Two Only) per share (hereinafter referred to as "**Subscription Shares**") which is determined in terms of the valuation report dated October 23, 2026, issued by Mr. Manish Rathi, having registration no. IBBI/RV/06/2020/12995 to the proposed allottees, for cash consideration aggregating to Rs. 49,99,99,500/- (Rupees Forty-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Five Hundred Only), in such manner and on such terms and conditions as may be decided by and between the Company and Proposed Allottee (the "**Preferential Issue**" or "**Issue**").

2. **Objects of the Issue**
   The proceeds of the Issue shall be utilised by the Company towards capital expenditure, working capital requirements, repayment of debt and general corporate purposes, in accordance with the terms of the Issue.

3. **Relevant Date**
   In terms of Rule 13(2)(d)(v) of the Companies (Share Capital and Debentures) Rules, 2014, the relevant date with reference to which the price has been arrived is March 31, 2026.

4. **Basis on which the price has been arrived at and justification for the price (including premium, if any) and name and address of the valuer who performed valuation**
   The Company has obtained an independent valuation report dated October 23, 2026, issued by Mr. Manish Rathi having registered office at B-206, Raghuvir Saffron, Althan – Bhimrad Road, Surat – 395007, Gujarat, IBBI Registered Valuer having registration no. IBBI/RV/06/2020/12995 ("**Valuation Report**"). The price of Rs. 407/- (Rupees Four Hundred and Seven Only) each has been determined by the Board.

The Valuation Report is available for inspection at the Registered Office of the Company during business hours between 10:00 a.m. to 4:00 p.m. on all working days of the Company.

5. **Payment of Consideration**

100% consideration of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of such Equity Shares. Accordingly, the entire consideration for Equity Shares is required to be paid to the Company at the time of allotment of Equity Shares to the Proposed Allottees.

The consideration for the Equity Shares shall be payable in cash and has to be paid by the Proposed Allottees from its bank account.

6. **Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment**

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

7. **Proposed time frame within which the Preferential allotment shall be completed**

As required under the applicable provisions of the Act, the Company shall complete the allotment of the Securities within a period of 12 (Twelve) months from the date of passing of the Special Resolution by the Members of the Company.

Further, as required under Section 42(6) of the Act, the Company shall allot equity shares within a stipulated period of 60 days from the date of receipt of the consideration for Subscription Shares.

8. **Names of the Proposed Allottee and the percentage post preferential offer capital**

Sr. No.	Name of Proposed Allottee	Post-issue	
		Proposed Number of Equity Shares to be allotted	% of Shareholding
1	S K A Dairy Foods India Private Limited (CIN: U15209TZ2008PTC014759)	12,28,500	1.37

9. **Change in control, if any, in the Company that would occur consequent to the Preferential Issue**

There will be no change in control of the Company consequent to the Preferential Issue.

10. **The pre-issue and post-issue shareholding patterns of the company are as follows;**

Sr. No.	Category	Pre-issue		Post-issue	
		No. of Equity Share held*	% of Share holding	No. of Equity Share held*	% of Share holding
A	**Promoters' holding**				
1	Indian				

	Individual	1,15,25,616	13.08	1,15,25,616	12.90
	Bodies corporate	5,71,25,392	64.81	5,71,25,392	63.92
	Sub-total	**6,86,51,008**	**77.89**	**6,86,51,008**	**76.82**
2	**Foreign promoters**	-	-	-	-
	sub-total (A)	**6,86,51,008**	**77.89**	**6,86,51,008**	**76.82**
B	**Non-promoters' holding**				
1	Institutional investors	12,60,864	1.43	12,60,864	1.41
2	Non-institution				
	Private corporate bodies	31,62,405	3.59	43,90,905	4.91
	Directors and relatives	-	-	-	-
	Indian public	1,43,33,625	16.26	1,43,33,625	16.04
	others (including NRIs)	7,28,305	0.83	7,28,305	0.81
	Sub-total (B)	**1,94,85,199**	**22.11**	**2,07,13,699**	**23.18**
	Grand Total	**8,81,36,207**	**100.00**	**8,93,64,707**	**100.00**

Notes:

- The Pre Issue Shareholding pattern is as on October 30, 2026.
- The pre-issue and post-issue shareholding patterns have been presented on a fully diluted basis, including 14,04,835 (Fourteen Lakh Four Thousand Eight Hundred and Thirty-Five) Compulsorily Convertible Preference Shares (CCPS) of the Company.

11. **Principal terms of assets charged as securities**
    Not Applicable

12. **The number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price**
    During the current financial year, 14,04,835 (Fourteen Lakh Four Thousand Eight Hundred and Thirty-Five) Compulsorily Convertible Preference Shares (CCPS), having a face value of Rs. 5/- (Rupees Five Only) each, were allotted on a preferential basis to 41 (Forty-One) persons at an issue price of Rs. 351.02/- (Rupees Three Hundred Fifty-One and Two Paise Only) per share, including a premium of Rs. 346.02/- (Rupees Three Hundred Forty-Six and Two Paise Only) per share.

13. **Justification for the allotment proposed to be made for consideration other than cash together with a valuation report of the registered valuer.**
    Not Applicable

14. **Material terms of raising such securities**
    All material terms have been set out above.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in this resolution set out at Item No. 1 of the Notice.

The Board believes that the proposed issue of Equity Shares is in the best interest of the Company and its Members and therefore recommends the Special Resolution set out at Item No. 1 of this Notice for approval by the Members of the Company.

For Sun Drops Energia Limited

Sd/-
Krunal Bhatt
Company Secretary

Date: November 04, 2026
Place: Surat

Annexure – 1

ATTENDANCE SLIP

To be handed over at the entrance of the meeting hall

Name of the Attending Member (IN BLOCK LETTERS) _____	Member's Folio No._____ No. of Shares held _____
Name of the Proxy (IN BLOCK LETTERS) _____ (To be filled if the Proxy attends instead of the Member)	

I hereby record my presence at the Extra-ordinary General Meeting of Sun Drops Energia Limited (Formerly Known as Sun Drops Energia Private Limited) to be held on Thursday, November 26, 2026, at 10:00 a.m. IST

_____
Member's/Proxy Signatures
(To be signed at the time of handing over this slip)

Notes: -

1. This Meeting is of Members only and you are requested not to bring with you any person who is not a member or a proxy.
2. Shareholders/Proxies are requested to bring Attendance Slip with them when they come to the Meeting and hand them over at the entrance after affixing their signatures on them.

Annexure – 2

Form No. MGT-11
Proxy form

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

CIN	: U40107GJ2019PLC108373
Name of the company	: Sun Drops Energia Limited
Registered office	: 'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar, Surat 395017, Gujarat.

Name of the member(s): _____
Registered address : _____
E-mail Id : _____
Folio No/ Client Id : _____
DP ID : _____

I/We, being the member (s) of ..... Shares of the above-named company, hereby appoint.

1. Name: .....
   Address:
   E-mail Id:
   Signature: ....., or failing him

2. Name: .....
   Address:
   E-mail Id:
   Signature: .....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Thursday, November 26, 2026, at 10:00 a.m. IST at Registered Office of the Company at 'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar, Surat 395017, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. ISSUE OF EQUITY SHARES ON A PRIVATE PLACEMENT BASIS TO THE PERSONS BELONGING TO THE NON-PROMOTER CATEGORY

Signed this .....day of 2026

Signature of Shareholder _____

Signature of Proxy holder(s) _____

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

Annexure – 3

Route Map:

