



NOTICE

202, IInd Floor, Vikramaditya Tower, Alaknanda Market, Kalkaji- 110019, Delhi
CIN: L74899DL1991PLC062744

email: cs@spplimited.com | Website: www.spplimited.com

Notice is hereby given that the 34th (Thirty-Fourth) ANNUAL GENERAL MEETING of the Members of SPL INDUSTRIES LIMITED ("the company") is scheduled to be held on Monday, 29th September, 2025 at 11:00 a.m. Indian Standard Time (IST) through video conferencing (VC)/Other Audio-Visual means (OAVM) to transact the following business-

ORDINARY BUSINESS-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 and the reports of the Board of Directors and Auditors thereon.
2. To consider appointment of Mr. Vijay Kumar Jindal (DIN-00231517), who retires by rotation and being eligible, offers himself for re-appointment as a Director.
3. To ratify the appointment of M/s Raghu Nath Rai and Co., Chartered Accountants (Firm Registration No. 000451N) as Statutory Auditors of the Company for the financial year 2025-26, who were appointed to hold office from the conclusion of the 30th Annual General Meeting upto to the conclusion of the 35th Annual General Meeting with ratification by the member in every Annual General meeting and to authorise Mrs. Komal Adlakha, Chief Financial Officer to fix their remuneration for the financial year 2025-26.

SPECIAL BUSINESS-

4. **To maintain borrowing limit of the Company under Section 180 (1) (c) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution-**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the members of the Company be and is hereby accorded for authorizing the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 100 Crores [including the money already borrowed by the Company] whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether movable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves (that is to say reserve not set apart for any specific purpose) on such terms and conditions as the Board may consider necessary and expedient in their absolute discretion."

5. **To take approval for Material Related Party Transaction and in this regard to consider, and if thought fit, pass with or without modification, the following resolution as an Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the applicable rules issued thereunder (including any statutory modification(s) or re-enactment thereof), Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with SEBI Circulars SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022 and SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022 and other relevant circulars ("SEBI Circulars"), the Company's Policy on Related Party Transactions and based on recommendation of the Audit Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to enter into contract(s)/ arrangement(s) / transaction(s) in the ordinary course of business, with Shivalik Prints Limited, for an amount not exceeding the aggregate 300,00,00,000 (Rupees Three Hundred Crores only); for a period upto next annual general meeting to be held in the year 2026 (not exceeding fifteen months), for a period not exceeding fifteen months, on such terms and conditions as may be considered appropriate by the Board;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers conferred to it under this resolution to any of its committees or directors of the Company and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

6. **To appoint M/s. Agarwal S. & Associates, Firm of Company Secretaries in Practice as Secretarial Auditor and to fix their remuneration and in this regard, if thought fit, pass with or without modification, the following resolution as an Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A 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 recommendations of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for appointment of M/s. Agarwal S. & Associates, Company Secretaries in Practice (firm registration no. P2003DE049100) as Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from financial year 2025-2026 till financial year 2029-2030, on such remuneration as provided in the explanatory statement and fixed by the Board of Directors of the Company in consultation with the Secretarial Auditor.

RESOLVED FURTHER THAT approval be and is hereby accorded to get any other professional services from M/s Agarwal S. & Associates as may be decided by the Board of Directors to be obtained from time to time under the applicable laws, rules or regulations.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

7. **Making investments /extending loans and giving guarantees or providing securities in connection with loans to persons / bodies corporate u/s 186 of the companies act, 2013 and in this regard, if thought fit, pass with or without modification(s), the following resolution as a Special Resolution**

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any statutory modification thereof for the time being in force and as may be enacted from time to time), if any, consent of the shareholders of the Company be and is hereby accorded to:

- give any loan to any person(s) or other body corporate(s);
- give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and
- acquire by way of subscription, purchase or otherwise, securities of any other body corporate;

from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 250 crores (Two Hundred Fifty Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

8. **Loans, Investments, Guarantee or Security u/s 185 of Companies Act, 2013, and in this regard, if thought fit, pass with or without modification(s), the following resolution as a Special Resolution**

"RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (here in after referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested upto an aggregate sum of Rs. 100 Crores (Rupees Hundred Crore Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing entity for its principal business activities.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

9. **Change in Object Clause of Memorandum of Association of the company and in this regard, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 13 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the rules framed there under and as per applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the company be and is hereby accorded, subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, for amendment in the existing Object Clause of the Memorandum of Association of Company, in the following manner

To add the following sub-clause 4 to the existing Clause III(a) of the Memorandum of Association of the Company:

- To carry on the business of real estate in India and/or abroad, including but not limited to acquiring, purchasing, taking on lease, developing, constructing, building, managing, maintaining, marketing, selling, buying, exchanging, hiring, or otherwise dealing in land, plots, buildings, houses, apartments, townships, commercial complexes, industrial estates, IT parks, infrastructure facilities, and other immovable properties, singly or jointly or in collaboration, joint venture or partnership with any individual(s), body corporate(s) or any other entity(ies), and to undertake all ancillary or related activities for the attainment of the above objects.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

By order of the Board,
For, SPL Industries Limited

Sd/-
Mukesh Kumar Aggarwal
Managing Director
DIN 00231651
C-1/4, Sector-11, Faridabad
Haryana - 121007

Place: Faridabad
Date: September 03, 2025



NOTES FOR E-AGM-

1. The explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013, read with the relevant Rules made thereunder (the "Act"), which sets out details relating to Special Businesses to be transacted at the meeting is annexed herewith and forms part of this notice.
2. Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment / reappointment at the AGM, is furnished as annexure to this Notice. The Director(s) has furnished consent/declarations for his re-appointment as required under the Act and rules made thereunder as well as SEBI Listing Regulations.
3. The Ministry of Corporate Affairs ("MCA"), Government of India, vide General Circular No. 14/ 2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 02/2021 dated 13th January 2021, 19/2021 dated December 8th, 2021, 2/2022 dated May 5th, 2022, 10/2022 dated December 28th, 2022, 09/2023 dated September 25th, 2023, 09/2024 dated September 19, 2024 ("MCA Circulars"), and Securities and Exchange Board of India vide Circular No. SEBI/ HO/ CFD /CMD1/ CIR/P/2020/79 dated 12th May 2020 and SEBI/HO/ CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13th, 2022, SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5th, 2023, SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7th, 2023 and SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 3rd, 2024 and other applicable circulars ("SEBI Circulars"), has permitted holding of the Annual General Meeting ("AGM") of the companies through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") till September 30th, 2025 without physical presence of the Members at a common venue.
4. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") read with the MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 34th Annual General Meeting of the Company is being conducted through VC/OAVM (hereinafter referred to as "AGM"). In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/ Clarification note dated April 15, 2020 issued by 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.
5. Since the 34th AGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM, where physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members under Section 105 of the Act will not be available for this AGM. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
6. The Company has appointed M/s KFin Technologies Limited ("KFIN"), Registrar and Share Transfer Agent of the Company, to provide VC/ OAVM facility for 34th AGM of the company.
7. In terms of the relevant Circulars, the Members are requested to take note of the following:

- a) Notice convening the AGM of the Company, the Annual Report for the financial year 2024-25 and the e-voting instructions along with the User ID and Password are being sent only by email to those Members who have registered their email address with their Depository Participant(s) ("DPs") / KFIN.

Members are requested to note that, our Registrar and Share Transfer Agents have launched a mobile application- KPRISM and a website <https://kprism.kfintech.com/> for our investors. Now you can download the mobile app and see your portfolios serviced by KFINTECH. Check Dividend status, request for annual reports, change of address, change / update Bank mandate and download standard forms. The android mobile application can be downloaded from Play Store by searching for "KPRISM". Alternatively you can also scan the QR code given below and download the android application.



- b) Members holding shares of the Company in electronic form, can verify/update their email address and mobile number with their respective DPs. Members can also temporarily update their email address and mobile number with KFIN, by complying with the procedure given below:
 - a. Visit the link-<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
 - b. Select the company name: SPL Industries Limited
 - c. Enter DPID Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and Permanent Account Number (PAN).
 - d. In case shares are held in physical form, if PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
 - e. Enter the email address and mobile number.
 - f. System will check the authenticity of the DPID Client ID/Physical Folio No. and PAN/Certificate No., as the case may be and send the OTPs to the said mobile number and email address, for validation.
 - g. Enter the OTPs received by SMS and Email to complete the validation process. (Please note that the OTPs will be valid for 5 minutes only).
 - h. In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.
 - i. System will confirm the email address for the limited purpose of serving the Notice of the AGM, the Annual Report of the Company for the financial year 2024-25 and the e-voting instructions along with the User ID and Password.



Alternatively, Members may send an email request to einward.ris@kfintech.com along with the scanned copy of their request letter duly signed by the 1st shareholder, providing the email address, mobile number, self- attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFIN to temporarily register their email address and mobile number so as to enable the Company to issue the Notice of the AGM, the Annual Report of the Company for the financial year 2024-25 and the e-voting instructions along with the User ID and Password, through electronic mode.

However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information.

In case of any queries, in this regard, Members are requested to write to einward.ris@kfintech.com or evoting@kfintech.com or contact KFIN at toll free number: 1-800-309-4001

- c) Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting or for participation and e-voting through Instapoll during the AGM. Institutional/ Corporate Members intending to authorise their representatives to attend the AGM are requested to email the same to the scrutinizer by email at asacs2022@gmail.com through its registered email address with a copy marked to einward.ris@kfintech.com and evoting@kfintech.com, along with certified true copy of the Board Resolution or Power of Attorney, authorizing its representative to attend and vote at the AGM, on their behalf.
- d) Attendance of Members at the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum, under the provisions of Section 103 of the Act read with the relevant Circulars.
8. In case of Joint Holders attending the AGM, only such Joint Holder who is named first in the order of names in the Register of Members will be entitled to vote.
9. Only bona fide members of the Company whose names appear on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
10. Members holding shares in electronic form are requested to intimate all changes pertaining to their Company details, ECS mandates, email addresses, bank account detail, mobile number, nominations, power of attorney, change of address/name etc. to their DPs. Any changes effected by the DPs will be automatically reflected in the record maintained by the Depositories. Members holding shares in physical form are requested to notify changes to the said information to our RTA i.e. KFIN Technologies Limited (Unit: SPL Industries Limited), by sending an email to einward.ris@kfintech.com or to cs@spplimited.com, quoting their Folio number(s) along with supporting documents. Relevant forms (Form No. ISR-1) is available on the company's website at www.spplimited.com and on RTA's website at <https://ris.kfintech.com/clientservices/isc/default.aspx> to enable members to make such requests.
11. The Securities and Exchange Board of India (SEBI) has mandated furnishing of PAN, specimen signature, KYC details (i.e., Postal Address with Pin Code, email address, mobile number and bank account details) and nomination details by holders of physical securities. In terms of SEBI circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, the Company had sent communications to all its members holding shares in physical form to provide the aforesaid details.
Further, any service request or grievance received from the Member will not be processed until the aforesaid details/ documents are provided to Registrar & Share Transfer Agent i.e. Kfin Technologies Ltd at Selenium Building Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana - 500032 or uploaded at portal of Kfin Technologies Ltd, Registrar & Share Transfer Agent of the Company at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> and shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024 upon complying with the requirements as aforesaid. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company also at <https://www.spplimited.com/forms.htm> Members holding shares in electronic form are requested to submit the PAN, KYC details to their Depository Participants with whom they are maintaining their demat accounts.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address of any member as soon as possible. Members who are holding shares in physical forms are requested to notify changes in their respective address/ Bank Mandate/National Electronic Clearing Service (NECS) details, if any, to Company's Registrar & Share Transfer Agent in the manner prescribed in para 10 above. Beneficial owners holding shares in electronic form are requested to intimate change in address/ Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to their respective Depository Participants (DP).
13. Pursuant to the provisions of Section 72 of the Companies Act 2013, a member(s) holding shares in physical form may nominate, in the prescribed Form SH-13, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in physical form may write to the Company/ Registrar & Share Transfer Agent for this facility in the manner prescribed under para 11 above. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at www.spplimited.com and on the website of the Company's Registrar and Transfer Agents, KFin Technologies Limited at <https://ris.kfintech.com/default.aspx>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
15. Members holding shares in Electronic (demat) form or in physical mode are requested to quote their DPID & Client ID or Folio details, respectively, in all correspondences, including dividend matters to the RTA i.e. KFin Technologies Limited (Unit: SPL Industries Limited), Plot



31-32, Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or the Secretarial Department of the Company.

16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or its Registrar & Share Transfer Agent the details of such folios together with the share certificates for consolidating their holdings in one folio.
17. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with, Master Circular No. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.
Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>
18. The Register of Directors & Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, Register of Contracts or Arrangements in which Directors are interested under Section 189 and any other document referred in the notice of this Annual General Meeting will be made available for inspection by members of the Company, up to the date of the Annual General Meeting, basis email request received on cs@spllimited.com.
19. The SEBI has launched its new Investor website at <https://investor.sebi.gov.in/>. The said website contains information on personal finance and investment useful for existing and new investors. It also includes videos prepared by MIIs related to securities market process education and awareness messages. The SEBI Investor website promotes confident and informed participation by investors in the securities market.
20. The SEBI vide its circular dated May 30, 2022 has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/or RTA and its Shareholders(s)/ investor(s). The SEBI had issued "Master Circular for Online Resolution of Disputes in the Indian Securities Market" (Updated as on December 28, 2023).

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT

21. In the line with the measures of "Green Initiatives", the Act provides for sending Notice of the AGM and other correspondence through electronic mode. Hence, members who have not registered their email IDs so far, are requested to register their email IDs with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid e-mail IDs to our RTA at evoting@kfintech.com or cs@spllimited.com for receiving all the communications including annual report, notices, letters etc., in electronic mode from the Company. The company is concerned about the environment and utilizes natural resources in a sustainable way.
22. Pursuant to Section 101 and Section 136 of the Act, read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI (Listing Obligations Disclosures Requirement) Regulation, 2015 ("SEBI Listing Regulations") read with the aforesaid MCA circulars and SEBI circulars dated May 12, 2020 read with circular dated January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023, and October 3, 2024, Notice of AGM along with Annual Report for the financial year ended on March 31, 2025, are being sent only through electronic mode to the members whose e-mail address is registered with the Company or with the Depository Participant(s).
Members may note that the Notice of the AGM and Annual Report 2024-25 will also be available on the Company's website <https://www.spllimited.com/annual-reports.htm> and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of KFin Technologies Limited at <https://evoting.kfintech.com/>. Members who require a hard copy of the Annual Report may send their requests to the E-mail ID: cs@spllimited.com
23. Non-Resident Indian Members are requested to inform our RTA / respective depository participants, immediately of any:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN code number, if not furnished earlier.
24. **Remote e-voting:**

In compliance with 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 as per Regulation 44 of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is providing e-voting facility through KFin Technologies Limited ('Kfintech') on all resolutions set forth in this AGM Notice, to Members holding shares as on Monday, 22nd September, 2025, being the cut-off date fixed for determine eligible members to participate in the remote e-voting process. The instructions for e-Voting are given herein below.

As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants.

Individual demat account holders would be able to cast their vote without registering again with the e-Voting service providers (ESPs) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

Any person holding shares in physical form and non-individual shareholders, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she / it is already registered with Kfintech for remote e-Voting then he / she / it can use his / her / its existing User ID and password for casting the vote.



The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Login method for individual shareholders holding securities in demat is given below:

NSDL	CDSL
1. User already registered for IDeAS facility: I. URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period 2. User not registered for IDeAS e-Services I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in point 1. 3. By visiting the e-Voting website of NSDL I. URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.	1. Existing user who have opted for Easi/ Easiest I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e- Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Post registration is completed, follow steps given in point 1. 3. By visiting the e-Voting website of CDSL I. URL: www.cdslindia.com II. Provide demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP i.e. Kfintech where the e- Voting is in progress. V. Click on the company name and you will be redirected to Kfintech e-voting website for casting your vote during the remote e-voting period.

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.
- Once logged-in, you will be able to see e-Voting option.
- Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.
- Click on options available against company name or e-Voting service provider- Kfintech and you will be redirected to e-Voting service provider website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.

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 websites.

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

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	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 22-23058542-43.



Step 2: Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

- A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
 - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e- voting, you can use your existing User ID and password for casting the vote.
 - After entering these details appropriately, click on "LOGIN".
 - You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - You need to login again with the new credentials.
 - On successful login, the system will prompt you to select the EVEN for SPL Industries Limited and click on "Submit".
 - On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - You may then cast your vote by selecting an appropriate option and click on "Submit".
 - A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email asacs2022@gmail.com with a copy marked to evoting@kfintech.com and cs@spllimited.com. The scanned image of the above- mentioned documents should be in the naming format "SPL Industries Limited Even No." The documents should reach the Scrutinizer on or Thursday, 25th September 2025.
- B. Members whose email IDs are not registered with the Company/ Depository Participants(s)], will have to follow the following process:
- Members who have not registered their email address and in consequence the AGM Notice cannot be serviced, for receiving the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com along with scanned signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the AGM Notice and the e-voting instructions.
 - After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

25. Other Instructions:

- In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. Suresh Babu, (Unit: SPL Industries Limited) of KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at einward.ris@kfintech.com or evoting@kfintech.com or phone no. 040 - 6716 2222 or call toll free No. 1800-309-4001 for any further clarifications.
- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- The remote e-voting facility shall be available during the following period:
Commencement of remote e-voting: Thursday, 25th September 2025 (10:00 A.M.)
End of remote e-voting: Sunday, 28th September 2025 (5:00 P.M.)



During this period, only those persons whose names appears in the Register of Members or in the Register of beneficial owners maintained by the Depositories, as on the cut-off date i.e. Monday, 22nd September, 2025, shall be entitled to cast their vote through remote e-voting. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting facility shall be forthwith disabled by KFIN after expiry of the said period. Once the vote on a resolution(s) is cast by the members, the members shall not be allowed to change it subsequently.

- d. The voting rights of members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, 22nd September, 2025.
- e. Any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from Kfintech in the manner as mentioned below:

- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

Example for Physical: MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call Kfintech toll free number 1800-309-4001 for any assistance.
- iv. Member may send an e-mail request to evoting@kfintech.com.

Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

26. VOTING AT THE ANNUAL GENERAL MEETING:

Those Members, who are present in the AGM through VC and have not cast their vote on the Resolution(s) as set out in the Notice of the AGM through remote e-voting and are otherwise not barred from doing so, shall be eligible to avail the facility of e-voting through Instapoll during the AGM, in accordance with the relevant Circulars read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, by following the procedure mentioned below:

- a. The procedure for e-voting through Instapoll during the AGM is same as the instructions mentioned above for remote e-voting since the AGM is being held through VC.
- b. The window for e-voting through Instapoll shall be activated upon instructions of the Chairman of the Meeting during the AGM.
- c. E-voting through Insta poll during the AGM is integrated with the VC platform and hence no separate login is required for the same. Members will be required to click on the "Thumb (icon to be put)" icon, to cast their vote through Insta poll during the AGM.

Further, Members who have cast their vote through remote e-voting in respect of the Resolution(s) as set out in the Notice of the AGM, may attend the AGM, but shall not be entitled to cast their vote again during the AGM.

The Board of Directors of the Company has appointed Mr. Sachin Agarwal (Membership No- F5774, COP No.-5910), Partner, Agarwal S. & Associates, Company Secretaries, Delhi as Scrutinizer and Ms. Shweta Jain (Membership No.- F7152, COP No.-27503), Partner, Agarwal S. & Associates, Company Secretaries, Delhi as an Alternate Scrutinizer, in absence of Mr. Sachin Agarwal, to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner

The Scrutinizer shall, immediately after conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting/e-voting through Insta poll during the AGM, in the presence of at least two witnesses not in employment of the Company and submit the report of votes cast in favour or against, if any, in respect of each of the Resolution(s) as set out in the Notice of the AGM, within stipulated timelines from the conclusion of the voting to the Chairman of the Board or to any one of the Directors duly authorized by the Board, in this regard, who shall countersign and declare the same.

The Result(s) in respect of the Resolution(s) as set out in the Notice of the AGM, so declared, along with the Scrutinizer's Report will be communicated to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and will be uploaded on the website of the Company i.e. www.spllimited.com and of KFIN i.e. <https://evoting.kfintech.com> immediately after the result declared by the chairperson or any other person authorised by the chairperson. The said Results will also be displayed at the Registered and Corporate Offices of the Company, in accordance with the Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

27. Participation at AGM of the Company, Speaker Registration and Posting of queries:

1. Members holding shares either in physical form or in electronic form, as on the cut-off date i.e. Monday, September 22, 2025 can attend the AGM through VC, by following the instructions, as mentioned below:
 - a) Click on the following URL: <https://emeetings.kfintech.com>
 - b) Use the e-voting User ID and Password to login and select the EVENT and the Name of the company, for the AGM of the Company.
 - c) Members can join the AGM through VC from 11.00 a.m. onwards



2. 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 e-Voting instructions mentioned in the notice mentioned at point no. 24 above.

Speaker Registration

3. Members who wish to ask questions during the AGM, can do so by registering themselves as a 'Speaker', by following the instructions, as mentioned below:
- (i) Click on the following URL: <https://emeetings.kfintech.com>
 - (ii) Use e-voting User ID and Password, to register as a 'Speaker'.
 - (iii) Only those Members holding shares either in physical form or in electronic form, as on the cut-off date of Monday, September 22nd, 2025, may register themselves as a 'Speaker' from Thursday, 25th September, 2025 (10:00 A.M.) up to Friday, 26th September, 2025 (5:00 P.M.). This will enable KFIN to make requisite arrangements for the said Members to ask questions during the AGM through VC.
 - (iv) Only those Members who have registered themselves as a 'Speaker', as aforesaid, will be able to ask questions during the AGM.
 - (v) The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Questions and Queries

4. Members who may want to express their views or ask questions at the AGM may visit <https://emeetings.kfintech.com> and click on the tab "Post Your Queries Here" to write your queries in the window provided, by mentioning their name, demat account number/ folio number, email ID and mobile number. Please note that, members' questions will be answered, only if the shareholder continues to hold the shares as on the cut-off date i.e. Monday, September 22nd, 2025. The window shall remain active during the remote e-voting period and shall be closed 24 hours before the time fixed for the AGM.
5. In terms of the relevant Circulars, at-least 1,000 Members are allowed to register and participate at the AGM through VC/OAVM, strictly on a first-come-first-serve basis. However, the said restriction is not applicable to Members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel(s), the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. Members can login and join 15 (fifteen) minutes prior to the Schedule time of the meeting.
6. Members can participate at the AGM through desktop/phone/laptop/tablet. However, for better experience and smooth participation, it is advisable to use Google Chrome, through Laptops connected through broadband, for the said purpose.
7. Members who participate using their desktop/phone/laptop/tablet and are connected via Mobile Hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the said glitches.
8. Further, Members will be required to allow access to the camera on their desktop/phone/laptop/tablet and are requested to use Internet service with a good connectivity, for smooth participation at the AGM.
28. In case Members have any queries or need any assistance on e-voting/participation at the AGM/ Speaker Registration process or for posting queries, may please write to KFIN at einward.ris@kfintech.com or evoting@kfintech.com or they may contact KFIN at toll free number: 1800 309 4001.
29. All the documents referred to in this Notice and the Explanatory Statement setting out the material facts in respect of Item nos. 4 to 9 thereof and the Statutory Registers, will be made available for inspection by the Company in electronic mode from the date of circulation of this Notice up to the date of AGM and as such the Members are requested to send an email to cs@spplimited.com.
30. Members who may require any technical assistance or support before or during the AGM are requested to contact the Company or KFin Technologies Limited at the following address:

SPL Industries Limited

Email: cs@spplimited.com

Contact Person:

Mr. Vishal Srivastava (Company Secretary)

KFin Technologies Limited

Unit: SPL Industries Limited

Selenium Tower B, Plot No. 31 & 32

Financial District, Nanakramguda

Serilingampally Mandal, Hyderabad-500032,
Telangana.

Toll Free No.1-800 309-4001

Email: einward.ris@kfintech.com/

evoting@kfintech.com

Website: <https://www.kfintech.com> and / or <https://ris.kfintech.com/>

Contact Person:

Shri Raj Kumar Kale, Asst. GM (RIS)



STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE

Item No. 4

The Board of Directors of the Company intends to maintain limit of such sum or sums of money from time to time as may be required for the purpose of the business of the Company, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from "temporary loans" as explained in section 180(1)(c) of the Companies Act, 2013 obtained by the Company in the ordinary course of business) may, at any time, exceed upto a sum of Rs. 100 Crore (Rupees One Hundred Crore only) over and above the aggregate paid up capital of the Company and its free reserve (that is to say reserve not set apart for any specific purpose) on such terms and conditions as the Board may consider necessary and expedient in their absolute discretion. However, as per Sec 180(1) (c) of the Companies Act, 2013, the Board of Directors of a public company, shall not, except with the consent of the shareholders by a Special Resolution, borrow money, where the moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of paid-up capital of the Company and its free reserves. Since funds are continuous requirement of an organization and capital is base component of any project, keeping in view of broad-based operations of the Company, its enhanced capital requirement and for its operational efficiency, the Board recommends the resolution set forth in Item No. 4 for the approval of the Members as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

Item No. 5

As per the provisions of Section 188 of the Companies Act, 2013 ('Act'), transactions entered with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the requirement of obtaining prior approval of shareholders.

Pursuant to the provisions of sub-regulation (4) of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), with effect from April 1, 2022, all 'material' Related Party Transactions shall require prior approval of the shareholders through resolution. For this purpose, a transaction with a related party shall be considered 'material', if such transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

SEBI vide its circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022 stipulated that the shareholders' approval of omnibus related party transactions approved in an annual general meeting shall be valid upto the date of the next annual general meeting for a period not exceeding fifteen months.

The Company do enter into contract(s)/ arrangement(s) / transaction(s) in the ordinary course of business with Shivalik Prints Limited for sale and purchase, supply of service like Water charges, Power Charges, Sale of Steam, Sale of Services Waste Treatment, Sales of Dyes & Chemicals and others.

Details of the proposed related party transaction(s) including the information required to be disclosed as part of the explanatory statement pursuant to the SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

S. No.	Particulars	Details
1	Name of the Related Party	Shivalik Prints Limited
2	Nature of Relationship with the Company	The entity falling in promoter or promoter group.
3	Type, material terms and particulars of the proposed transaction	Sale and Purchase, supply of service like Water charges, Power Charges, Sale of Steam, Sale of Services Waste Treatment, Sales of Dyes & Chemicals and such other related transaction(s).
4	Tenure of the proposed transaction	As per SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022 i.e. upto the date of the next annual general meeting for a period not exceeding fifteen months
5	Value of the proposed Transaction	300 Crore (Three Hundred Crore)
6	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	151%
7	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: (a) Details of the source of funds in connection with the proposed transaction	Not Applicable
	(b) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Not Applicable



S. No.	Particulars	Details
	(c) Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Not Applicable
	(d) Purpose for which funds will be utilised	Not Applicable
8	Justification as to why the RPT is in the interest of the Company	Ordinary Course of Business
9	Details about valuation, arm's length and ordinary course of business	Ordinary course of business
10	Valuation and other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not applicable
11	Any other information relevant or important for the shareholders to take an informed decision	Independent Directors approved the above-mentioned related party transactions in the Audit Committee meeting of the Company. The Audit Committee on a quarterly basis reviews the status of related party transactions to ensure they are within the limits set by the Audit Committee/shareholders, as the case may be. The Board of the Company also approved the above mentioned related party transaction and recommended the same to the shareholders for approval.

The Members may note that as per the provisions of the Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transaction or not), shall not vote to approve the resolution set out in Item No. 5.

The Board recommends the Ordinary Resolution set out at Item No. 5 for the approval of Members.

Item No. 6

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, ("the Act") and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), M/s. Agarwal S. & Associates, Firm of Company Secretaries in Practice (firm registration no. P2003DE049100) has served as Secretarial Auditors of the Company for the past financial years.

The amended Regulation 24A of the Listing Regulations, inter alia, provides that with effect from 1st April 2025, the Company is required to appoint a Practicing Company Secretary for not more than one term of five consecutive years or a firm of Practicing Company Secretaries for not more than two terms of five consecutive years as Secretarial Auditors, with the approval of the members at its Annual General Meeting ("AGM") and such Secretarial Auditors(s) must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified under the Listing Regulations. Further, as per the said Regulation, any association of the individual or the firm as the Secretarial Auditor(s) of the Company before 31st March 2025 shall not be considered for the purpose of calculating the tenure of the Secretarial Auditor(s).

Pursuant to the above provisions the Audit Committee and the Board of Directors at their meetings held on May 28th, 2025 have approved the appointment of M/s. Agarwal S. & Associates, Firm of Company Secretaries in Practice (firm registration no. P2003DE049100) as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from FY 2025-26 till FY 2029-30 subject to the approval of the shareholders of the Company.

M/s. Agarwal S. & Associates, Peer Reviewed Firm of Practicing Company Secretaries is associated with the Company from the last few years as Secretarial Auditors and having more than 20 years of existence and had conducted Secretarial Audit of leading companies in India including companies in BSE 100 club and Central Public Sector Enterprises. The firm has immense knowledge & experience In dealing with matters relating to Company Law, Securities laws, legal due diligence etc.

In the opinion of the Audit Committee and the Board, M/s. Agarwal S. & Associates have the required attributes expected out of them and the management is satisfied with the Audit and related processes followed by the auditors.

M/s. Agarwal S. & Associates have given their consent to act as Secretarial Auditors of the Company and confirmed that their appointment would be within the prescribed limits under the Act & Rules made thereunder and SEBI Listing Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI Listing Regulations.

The fees proposed to be paid to the Secretarial Auditors is Rs. 3,00,000/- (Rupees Three Lakh Only) plus applicable taxes for the financial year ending March 31, 2026. For the subsequent years, the fee shall be determined by the Board, on recommendation of the Audit Committee and in consultation with the Secretarial Auditor subject to the ceiling of Rs. 5,00,000 per financial year. Said fee is excluding out of pocket and travel expenses related to the audit and applicable taxes. Besides appointment as Secretarial Auditors, the Company may also obtain other permissible services, certifications which are required from the Secretarial Auditors under various statutory regulations from time to time, for which the fee shall be agreed separately with the Auditors.

The Board recommends the Resolution as set out under business item no. 6 in the notice of this meeting for the approval of the Members as an Ordinary Resolution.



None of the Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 7

As per the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly,

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate.

Exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for the same.

The Board of Directors Recommend the Special Resolution for approval by the members.

None of Directors /Key Managerial Persons (KMP) or their relatives are interested in any way in the resolutions mentioned above except their Shareholdings in the Company.

Item No. 8

The Company is expected to render support for the business requirements to other entities in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security. In the light of amendments notified effective 07th May, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities, subject to the fulfilment of the conditions as stated in 185(2) of the Companies Act, 2013. The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities. Hence, in order to enable the company to advance loan to person in whom any of the director of the company is interested under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board of Directors Recommend the Special Resolution for approval by the members. None of Directors /Key Managerial Persons (KMP) or their relatives are interested in any way in the resolutions mentioned above except their Shareholdings in the Company.

Item No. 9

The Company is currently engaged in the business of textile manufacturing and related activities, as defined in the Main Object Clause III(a) of its Memorandum of Association

With a view to diversify and explore new business opportunities for future growth and value creation, the Board of Directors of the Company at its meeting held on 02-09-2025, considered and approved the proposal to amend the Object Clause of the Memorandum of Association of the Company by adding a new sub-clause (4) under Clause III(a), to enable the Company to undertake real estate activities.

The proposed addition of sub-clause 4. is as follows:

4. To carry on the business of real estate in India and/or abroad, including but not limited to acquiring, purchasing, taking on lease, developing, constructing, building, managing, maintaining, marketing, selling, buying, exchanging, hiring, or otherwise dealing in land, plots, buildings, houses, apartments, townships, commercial complexes, industrial estates, IT parks, infrastructure facilities, and other immovable properties, singly or jointly or in collaboration, joint venture or partnership with any individual(s), body corporate(s) or any other entity(ies), and to undertake all ancillary or related activities for the attainment of the above objects.

The inclusion of this clause will empower the Company to explore potential opportunities in the real estate sector, including but not limited to residential, commercial, and industrial development, and leverage its financial and operational strengths to diversify its revenue streams.

The proposed change will not affect the existing business of the Company in the textile sector. Instead, it will provide flexibility to pursue real estate ventures independently or in collaboration with third parties, in alignment with applicable laws and regulations.

In terms of Section 13 of the Companies Act, 2013, any alteration in the Object Clause of the Memorandum of Association requires the approval of the shareholders by way of a Special Resolution, and consequent filing with the Registrar of Companies. Being a listed entity, the Company is also required to comply with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the corporate office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies.



The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested financially or otherwise, in the resolution set out in the Notice.

The Board recommends the Special Resolution set forth in Item No. 9 of the Notice for approval of the Members.

BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT & RE-APPOINTMENT AT 34TH AGM

[Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Brief Profile of Mr. Vijay Kumar Jindal

Mr. Vijay Kumar Jindal aged about 68 years (23-07-1957) is an accomplished business leader with multi-faceted experience, passion for excellence, and a proven ability to drive growth at scale. He has business experience in Marketing & Communications, which is deriving the company to the next level and strive to capture the market in textile. Having good exposure in textile market, Mr. Jindal helped the company to achieve the position in market.

Mr. Jindal was appointed as Wholtime Director (Executive) of the company with effect from w.e.f September 19, 2020. His role was transitioned to Non-Executive Director of the Company with effect from 28th September, 2024.

Other Details-

Name	Mr. Vijay Kumar Jindal
DIN	00231517
Date of Birth and Age	23-07-1957 and 68 Years
Nationality	Indian
Qualification	Graduate
Expertise in specific functional area	Marketing & Communications
Date of first appointment on Board	01-01-2004
Relationship with any other Director, Manager and other KMP of the Company	Not Applicable
Remuneration (including sitting fees, if any) last drawn in financial year 2024-25	Mr. Jindal has drawn the total remuneration of Rs. 47,20,000/- during the FY 2024-25
Remuneration proposed to be paid	Remuneration of Mr. Jindal has been suspended w.e.f the date of approval of change in designation from Executive Director (Wholtime Director) to Non-Executive Director i.e. 28-09-2025
Number of shares held in the company	5,52,659 equity shares
Number of Meetings of the Board held during the year and number of Board Meetings attended	No. of Meeting during the year - 5 No. of Meetings attended - 5
Relationship with any other Director, Manager and other KMP of the Company	None
Directorship in other listed companies	Nil
Resignations from the listed companies in the past three years	None
Chairman/membership of Committee* across all public companies	None

**Does not include Chairmanship/Membership in Board Committees other than Audit Committee and Shareholders' Grievance Committee*

In terms of Section 152 of the Companies Act, 2013, Mr. Vijay Kumar Jindal, Director (Non-executive Non- Independent Director) retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment. The Board of Directors of the Company recommends his re-appointment. Mr. Vijay Kumar Jindal and his relatives to the extent of their shareholding, if any, in the Company, may be deemed to be concerned or interested in the business item no. 2 of the Notice with regard to his re-appointment. Save and except the above, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business as set out under item no. 2 of the Notice.