NOTICE

202, IInd Floor, Vikramaditya Tower, Alaknanda Market, Kalkaji- 110019, Delhi
CIN: L13139DL1991PLC062744
email: cs@spllimited.com | Website: www.spllimited.com

Notice is hereby given that the 35th (Thirty-Fifth) ANNUAL GENERAL MEETING of the Members of SPL INDUSTRIES LIMITED ("the company") is scheduled to be held on Thursday, 13th August, 2026 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, 2026 and the reports of the Board of Directors and Auditors thereon.

2. To consider appointment of Mrs. Shashi Agarwal (DIN-06687549), who retires by rotation and being eligible, offers herself for re-appointment.

3. To consider and approve appointment of M/s Raghu Nath Rai and Co., Chartered Accountants as the Statutory Auditors of the Company and to pass with or without modification, the following resolution as an Ordinary Resolution-

"**RESOLVED THAT** pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Raghu Nath Rai & Co., Chartered Accountants (FRN-000451N) be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this 35th Annual General Meeting till the conclusion of 40th Annual General Meeting of the company, at a remuneration to be fixed by board of Directors of the company."

"**RESOLVED FURTHER THAT** the Board of Directors/Audit Committee of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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 Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 last updated on January 30, 2026 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 held in year 2027, within the timelines prescribed under Section 96 of the Companies Act, 2013 or rules, notifications, or circulars issued thereunder from time to time, 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. **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:

a. give any loan to any person(s) or other body corporate(s);

b. give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and

c. 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."

7. **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, the loan will carry interest at a rate not lower than the prescribed government security yield, to demonstrate compliance with Section 185, 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."

8. **To consider re-appointment of Mr. Mukesh Kumar Aggarwal (DIN- 00231651) as the Managing Director of the Company 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 117, 196, 197, 198 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactment(s) thereof for the time being in force), pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their meeting held on June 5, 2026, the approval of the members of the Company be and is hereby accorded to approve the re-appointment of Mr. Mukesh Kumar Aggarwal (DIN: 00231651) as the Managing Director (Key Managerial Personnel) of the Company, for a period of 5 (five) years beginning from May 15, 2026 to May 14, 2031, on the terms and conditions, including remuneration, as set out in Explanatory Statement annexed to the notice convening this Annual General Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Mukesh Kumar Aggarwal, subject to the same is not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any other statutory modifications or re-enactment thereof."

"RESOLVED FURTHER THAT the remuneration payable to Mr. Mukesh Kumar Aggarwal shall be Rs. 41,66,667/- (Rupees Forty-One Lakhs Sixty-Six Thousand Six Hundred Sixty-Seven only) per month, together with such allowances, perquisites, benefits and other terms as set out in the Explanatory Statement and/or the agreement entered into with him, subject to the provisions of the Companies Act, 2013 and the rules made thereunder."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. **To consider appointment of Mr. Sudeepta Ranjan Rout (DIN- 05106254) as an Independent Director of the Company and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution-**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions and rules of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members/shareholders of the company be and is hereby accorded for reappointment of Mr. Sudeepta Ranjan Rout (DIN- 05106254), who has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment, as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from July 10, 2026 and ending on July 09, 2031 (both days inclusive)."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this resolution**."**

10. **To consider appointment of Mr. Varun Bansal (DIN- 09233433) as an Independent Director of the Company and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution-**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions and rules of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members/shareholders of the company be and is hereby accorded for reappointment of Mr. Varun Bansal (DIN- 09233433), who has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment, as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from July 10, 2026 and ending on July 09, 2031 (both days inclusive)."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this resolution**."**

11. **To consider appointment of Mr. Vikash Jalan (DIN- 09234205) as an Independent Director of the Company and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution-**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions and rules of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members/shareholders of the company be and is hereby accorded for reappointment of Mr. Vikash Jalan (DIN- 09234205), who has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment, as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from July 10, 2026 and ending on July 09, 2031 (both days inclusive)."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this resolution**."**

By order of the Board,

For, **SPL Industries Limited**

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

Place: Faridabad
Date: July 15, 2026

Notes:

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.

2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.

3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.

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

5. In terms of the provisions of Section 152 of the Act, Mrs. Shashi Agarwal, Wholetime Director of the Company, retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend her re-appointment. Mr. Mukesh Kumar Aggarwal, Managing Director of the Company, is interested in the Ordinary Resolution set out at Item No. 2, of this Notice with regard to her re-appointment.

The other relatives may be deemed to be interested in the resolution set out at Item No. 2 of this Notice, to the extent of their shareholding, if any, in the Company.

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 set out under Item Nos. 1 to 3 of this Notice.

6. Details of Director retiring by rotation at this Meeting is annexure with this Notice.

7. The Company has appointed M/s KFin Technologies Limited ("KFIN"), Registrar and Share Transfer Agent of the Company, to provide VC/ OAVM facility for 35th AGM of the company

Dispatch of Annual Report through Electronic Mode:

8. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2025-26 is available, is being sent to those members whose e-mail address is not registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

Members may note that this Notice and Annual Report for the financial year 2025-26 will also be available on the Company's website at https://spllimited.com/annual-reports.htm, 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 Company's Registrar and Transfer Agent, KFin Technologies Limited ("KFinTech") at https://evoting.kfintech.com.

Members who require a hard copy of the Annual Report may send their requests to the Email ID: cs@spllimited.com

9. For receiving all communication (including Annual Report) from the Company electronically:

a) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant. National Securities Depository Limited ("NSDL") has provided a facility for registration / updation of e-mail address through the link: https://eservices. nsdl.com/kyc-attributes/#/login.

b) Members holding shares in physical mode are requested to follow the process set out in Note No. 20 in this Notice.

PARTICIPATION AT AGM OF THE COMPANY, SPEAKER REGISTRATION AND POSTING OF QUERIES:

10. Participation at AGM of the Company

A. Members holding shares either in physical form or in electronic form, as on the cut-off date i.e. Thursday, August 6, 2026 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

B. 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. 13(D)(I)(ii).

11. Speaker Registration

A. 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 Thursday, August 6, 2026, may register themselves as a 'Speaker' from Sunday, 9th August, 2026 (10:00 A.M.) up to Monday, 10th August, 2026 (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.

12. Questions and Queries

a. 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. Thursday, August 6, 2026. The window shall remain active during the remote e-voting period and shall be closed 24 hours before the time fixed for the AGM.

b. 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.

c. 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.

d. 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.

e. 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.

f. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

g. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

h. Members of the Company under the category of 'Institutional Investors' are encouraged to attend and vote at the AGM.

13. Procedure for 'remote e-voting' and e-voting at the AGM ('Insta Poll'):

A. E-VOTING FACILITY:

The Company is providing to its members, facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting").

Further, the facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

The Company has engaged the services of KFinTech as the agency to provide e-voting facility.

The manner of voting, including voting remotely by (i) individual members holding shares of the Company in demat mode, (ii) members other than individuals holding shares of the Company in demat mode, (iii) members holding shares of the Company in physical mode, and (iv) members who have not registered their e-mail address, is explained in the instructions given under C. and D. herein below.

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting:	10:00 A.M. (IST) on Sunday, August 9th, 2026
End of remote e-voting:	5:00 P.M. (IST) on Wednesday, August 12th, 2026

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the cut-off date, i.e., Thursday, August 6th, 2026 ("Cut-off Date").

The Board of Directors has appointed Mr. Sachin Agarwal (Membership No- F5774, COP No.-5910), Partner, Agarwal S. & Associates, Company Secretaries, Delhi as Scrutinizer and Mrs. Shweta Jain (Membership No.- F7152, COP No.-27503), Partner, Agarwal S. & Associates, Company Secretaries, Delhi as an Alternate Scrutinizer to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast through remote e-voting and Insta Poll shall be final.

B. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

I. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.

II. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

III. Only a person, whose name is recorded as on the Cut-off Date, in the register of members / register of beneficial owners maintained by the Depositories, shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a member as on the Cut-off Date, should treat this Notice for information purpose only.

IV. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in this Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the Cut-off Date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

C. REMOTE E-VOTING:

INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE

As per the SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, as amended, all "individual members holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access remote e-voting, as devised by the Depositories / Depository Participant(s), is given below:

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

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

National Securities Depository Limited (NSDL)		Central Depository Services (India) Limited (CDSL)	
1.	**Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:** i. Type in the browser / Click on the following e-Services link: https://eservices.nsdl.com ii. Click on the button "Beneficial Owner" available for login under 'IDeAS' section. iii. A new page will open. Enter your User ID and Password for accessing IDeAS. iv. On successful authentication, you will enter your IDeAS service login. Click on "Access to e-Voting" under Value Added Services on the panel available on the left-hand side.	1.	**Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:** i. Type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on (a) My Easi New (Token) under "Login"; or (b) Login to - My Easi under "Quick Links" available at the bottom of homepage (best operational in Internet Explorer 10 or above and Mozilla Firefox). ii. A new page will open. Enter your (a) User ID and Password; or (b) PAN, for accessing Easi / Easiest. iii. On successful authentication, you will see Company Name: "SPL Industries Limited" on the next screen. Click on the e-Voting link available against SPL Industries Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.
2.	**Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:** i. To register, type in the browser / Click on the following e-Services link: https://eservices.nsdl.com ii. Select option "Register Online for IDeAS" available on the left hand side of the page or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc. iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.	**2.**	**Users not registered for Easi / Easiest facility of CDSL may follow the following procedure**: i. To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration or https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration ii. Proceed to complete registration using your DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

3.	**Users may directly access the e-Voting module of NSDL as per the following procedure**: i. Type in the browser / Click on the following link: https:// www.evoting.nsdl.com/ ii. Click on the button "Login" available under "Shareholder/ Member" section. iii. On the login page, enter User ID (i.e., (a) 16-character demat account number held with NSDL, starting with IN; (b) alphanumeric User ID already set by the Member), Login Type, i.e., through typing Password (in case you are registered on NSDL's e-voting platform) / through generation of OTP (in case your mobile / e-mail address is registered in your demat account) and Verification Code as shown on the screen. As an alternate OTP based login, click on https:// eservices. nsdl.com/SecureWeb/evoting/evotinglogin.jsp. Enter 8-digit DP ID, 8-digit Client ID, PAN, Verification code as shown on the screen and click on 'Generate OTP' button. Enter the OTP received on your registered email id / mobile number and click on 'Log-in' button. After successful authentication, you will be redirected to NSDL Depository website, wherein you can see e-Voting page. iv. You will be able to see Company Name: "SPL Industries Limited" on the next screen. Click on the e-Voting link available against SPL Industries Limited or select e-Voting service provider "KFinTech" and you will be redirected to the e-Voting page of KFinTech to cast your vote without any further authentication.	3.	**Users may directly access the e-Voting module of CDSL as per the following procedure:** i. Type in the browser / Click on the following link:https:// evoting.cdslindia.com/Evoting/EvotingLogin ii. Provide Demat Account Number and PAN. iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against SPL Industries Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Procedure to login through their demat accounts / Website of Depository Participant

Individual members holding shares of the Company in Demat mode **can access e-Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat accounts / **websites of Depository Participants** registered with NSDL / CDSL. An option for "**e-Voting**" will be available once they have successfully logged-in through their respective logins. Click on the option "**e-Voting**" and they will be redirected to e-Voting modules of NSDL / CDSL (as may be applicable). **Click on the e-Voting link available against SPL Industries Limited or select e-Voting service provider "KFinTech**" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-4886 7000.	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 210 9911.

D. INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY (I) MEMBERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL MEMBERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE

(I) (i) In case a member receives an e-mail from the Company / KFinTech [for members whose e-mail address is registered with the Company/ Depository Participant(s)]:

a. Launch internet browser by typing the URL: https:// evoting.kfintech.com.

b. Enter the login credentials (User ID and password provided in the e-mail). The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFinTech for e-voting, you can use the existing password for logging-in. If required, please visit https://evoting.kfintech.com or contact toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days) for assistance on your existing password.

c. After entering these details appropriately, click on "LOGIN"

d. You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, 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.

e. You need to login again with the new credentials.

f. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for SPL Industries Limited.

g. On the voting page, enter the number of shares as on the Cut-off Date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose to "ABSTAIN" and vote will not be counted under either head.

h. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

i. Voting has to be done for each item of this Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".

j. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".

k. A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.

l. Once you confirm, you will not be allowed to modify your vote.

m. Institutional / corporate members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail id: asacs2022@gmail.com with a copy marked to einward.ris@kfintech.com and evoting@kfintech.com. Such authorisation shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN"

(ii) In case of a member whose e-mail address is not registered / updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:

(a) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register /update the same by clicking on https://rkarisma.kfintech.com/shareholders or by writing with details of folio number and attaching a self-attested copy of PAN card to KFinTech at einward.ris@kfintech.com and evoting@kfintech.com

(b) Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts.

(c) After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.

(d) Follow the instructions at D(I)(i)(a) to (m) to cast your vote.

(II) Members can also update their mobile number and e-mail address in the "user profile details" in their e-voting login on https://evoting.kfintech.com.

(III) **Any person who becomes a member of the Company after dispatch of this Notice of the Meeting and holding shares as on the Cut-off Date / 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.

(IV) In case of any query on e-voting, members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of KFinTech's website for e-voting: https://evoting.kfintech.com or contact KFinTech as per the details given under Note No. 15.

14. INSTA POLL:

INFORMATION AND INSTRUCTIONS FOR INSTA POLL:

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 or any of the official, 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.

15. CONTACT DETAILS FOR ANY ASSISTANCE BEFORE OR DURING THE AGM

Members are requested to note the following contact details-

SPL Industries Limited
Email: cs@spllimited.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, Telengana.
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 D Suresh Babu, Senior Manager

16. E-VOTING RESULT:

The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser’s Report and submit the same to the Managing Director of the Company or any person authorised by him.

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. The said Results will also be displayed at the Registered and Corporate Offices of the Company.

Subject to receipt of requisite number of votes, the Resolutions proposed in this Notice shall be deemed to have been passed on the date of the Meeting, i.e., Thursday, August 13th, 2026.

17. Procedure for Inspection of Documents

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.

All the documents referred to in this Notice setting out the material facts in respect of Item nos. 4 to 11 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@spllimited.com.

Other Information

18. As mandated by the Securities and Exchange Board of India (“**SEBI**”), securities of the Company can be transferred / traded only in dematerialised mode. Members holding shares in physical mode are advised to avail the facility of dematerialisation.

19. Members are advised to exercise diligence and obtain statement of holdings periodically from the concerned Depository Participant and verify the holdings from time to time.

20. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.

- For shares held in dematerialised mode to their Depository Participant for making necessary changes. NSDL has provided a facility for registration/updation of e-mail address through the link: https://eservices.nsdl.com/kyc-attributes/#/login and for opt-in/opt-out of nomination through the link: https://eservices.nsdl.com/instademat-kyc-nomination/#/login.
- For shares held in physical mode by submitting to KFin Technologies Limited (Unit: SPL Industries Limited) the forms given below along with requisite supporting documents:

S. No.	Particulars	Form
1	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes /updation thereof	ISR -1
2	Confirmation of Signature of member by the Banker	ISR -2
3	Registration of Nomination	SH-13
4	Cancellation or Variation of Nomination	SH-14
5	Declaration to opt out of Nomination	ISR -3

Any service request shall be entertained by KFin Technologies Limited only upon registration of the PAN and KYC details.

21. Non-Resident Indian members are requested to inform the Company / KFinTech (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement and particular 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.

22. Members may please note that the Listing Regulations mandate transfer, transmission and transposition of securities of listed companies held in physical form only in demat mode. Further, 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 dematerialised 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 for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed ISR-4 (Request for issue of Duplicate Certificate and other Service Requests) along with requisite supporting documents to KFinTech as per the requirement of the aforesaid circular.

23. 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 or uploaded at its portal 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. 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.

The aforesaid forms as cited in point No. 20 & 22 above, can be downloaded from the Company's website at https://spllimited.com/investor-service-request.htm and are also available on the website of KFinTech at https://ris.kfintech.com/clientservices/investors/isrs.aspx.

All aforesaid documents/requests as cited in point No. 20 & 22 above, should be submitted to KFin Technologies Limited, at the address mentioned under Note No. 15 above.

24. 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

EXPLANATORY NOTE PURSUANT TO REGULATION 36(5) OF SEBI (LODR) REGULATIONS, 2015

Item No. 3

M/s Raghu Nath Rai & Co., Chartered Accountants (FRN- 000451N), the current Statutory Auditors of the Company, who was appointed in the 30th Annual General Meeting of the company for the first term of 5 (five) years, will complete their first term of appointment of 5 (five) years at the conclusion of this 35th Annual General Meeting ("AGM").

Under the provisions of Section 139 of the Companies Act, 2013, they are eligible for re-appointment for second term of five years, commencing from the conclusion of this 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting of the company.

Based on the recommendation of the Audit Committee, the Board of Directors at their meeting held on 15-07-2026 have approved the reappointment of M/s Raghu Nath Rai & Co., Chartered Accountants (FRN- 000451N), as the Statutory Auditors of the Company. If approved by the shareholders, they will hold office for a term of five (5) consecutive years, commencing from the conclusion of this 35th Annual General Meeting until the conclusion of the 40th Annual General Meeting to be held in the calendar year 2031, subject to the approval of the shareholders of the company.

RNR & Co. (FRN: 000451N) established in 1967 by Shri Raghu Nath Rai, former President of the Institute of Chartered Accountants of India (ICAI). It is a Category I, CAG-empanelled firm (CAG Empanelment No.: DE0039) of Chartered Accountants with offices in New Delhi, Bhubaneswar, Bangalore, Mumbai and Noida. Over nearly six decades, the firm has built a diversified team of 8 full-time Partners and a broad-based staff of qualified professionals and articles, delivering an integrated range of assurance, taxation, advisory and consulting services to clients across India and internationally.

Key strengths of RNR & Co. include:

- Experienced, diversified team across multiple verticals with global exposure
- Seasoned professionals drawn from varied industry backgrounds
- Continued, established presence spanning nearly 60 years
- Integrated service offering covering today's full spectrum of client needs
- Strong relationship management aligned to client expectations and quality delivery

In the opinion of the Audit Committee and the Board, M/s Raghu Nath Rai & Co., Chartered Accountants 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. Raghu Nath Rai & Co. have given their consent to act as Statutory 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 Statutory Auditors in terms of provisions of the Act & Rules made thereunder and SEBI Listing Regulations.

The fees proposed to be paid to the Statutory Auditors is Rs. 7,50,000/- (Rupees Seven Lakh Fifty Thousand Only) plus applicable taxes for the financial year ending March 31, 2027. For the subsequent years, the fee shall be determined by the Board, on recommendation of the Audit Committee and in consultation with the Statutory Auditor subject to the ceiling of Rs. 10,00,000 per Financial Year. Said fee is excluding out of pocket and travel expenses related to the audit and applicable taxes. Besides appointment as Statutory Auditors, the Company may also obtain other permissible services, certifications which are required from the Statutory 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. 3 in the notice of this meeting for the approval of the Members as an Ordinary Resolution.

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'), all 'material' Related Party Transactions shall require prior approval of the shareholders through resolution. For this purpose, a transaction with related party shall be considered 'material', if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the thresholds specified in Schedule XII of these regulations.

Schedule XII of the regulation specifies the threshold based on the consolidated turnover of the listed entity, accordingly following shall be the applicability in our company

- if the transaction(s) to be entered individually or taken together with previous transactions during a financial year exceeds 10% of the annual turnover of the company, shall be considered as 'Material'.

Pursuant to the Regulation 23(4) of SEBI (Listing Obligations and Disclosure Regulations), 2015, the omnibus approval granted by the shareholders for material related party transactions approved in an annual general meeting shall be valid till the date of the next annual general meeting held within the timelines prescribed under Section 96 of the Companies Act, 2013 or rules, notifications, or circulars issued thereunder from time to time.

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 Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, 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 the Regulation 23(4) of SEBI (Listing Obligations and Disclosures Requirements), 2015, the approval granted shall be valid till the date of the next annual general meeting.
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	431%

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	
	(c) Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	
	(d) Purpose for which funds will be utilised	
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

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. 7

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.

Provided that the loan given must carry interest at a rate not less than the prevailing yield of one/three/five/ten-year Government Security closest to the tenor of the loan.

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

Mr. Mukesh Kumar Aggarwal was appointed as the Managing Director of the Company since May 15, 2021 for a period of 5 years and his tenure expired on May 14, 2026. In appreciation of significant contributions made by him in his continuing commendable leadership over the last five years and his rich and varied experience in the industry, Mr. Mukesh Kumar Aggarwal, Managing Director, pursuant to the provisions of Section 117(3), 170, 196, 197, 198, 203 and Schedule V as applicable and other applicable provisions, if any of the Companies Act, 2013 or any statutory amendments, modifications or re-enactments thereof made to the act, the Board has proposed in its meeting held on June 5th, 2026 to re-appoint him as Managing Director of the Company, subject to approval of Shareholders in ensuing Annual General Meeting for a further period of 5 (Five) years with effect from May 15, 2026 to May 14, 2031 on the terms and conditions as follows:

A. Tenure:

The appointment of Mr. Mukesh Kumar Aggarwal as the Managing director shall be valid for a period of 5 years i.e. from May 15, 2026 to May 14, 2031.

B. Remuneration:

Salary: Rs. 41,66,667/- (say Rupees Forty-One Lakhs Sixty-Six Thousand Six Hundred Sixty-Seven) per month with the authority to the Board of Directors to determine any merit-based increase from time to time within the limits of overall managerial remuneration.

Overall Remuneration: The aggregate of salary, perquisites and allowances in any one financial year shall not exceed the limits prescribed under Section 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the Act both individually i.e. 5% and collectively all managerial personnel taken together i.e. 10% of net profit of the Company for a relevant financial year. In the event of loss or inadequacy of profit in any financial year during the currency of tenure of services, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of Companies Act, 2013.

C. Plans & Allowances:

Benefits Plan is a basket of various allowances/ reimbursements like Leave Travel Allowance, Telephone Allowance, Commutation Allowance and Company leased car & accommodation, etc. which one can plan as per the Company policy.

I. The Managing Director shall also be eligible to the following perquisites which are not included in the computation of ceiling remuneration specified in the said Part II Section IV of Schedule V of the Companies Act, 2013 or any other statutory amendments, modifications or reenactments thereof made to the act:

a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

c. Encashment of the leave at the end of the tenure.

II. Other terms:

a. He shall be entitled to re-imbursement of actual out of-pocket expenses incurred in connection with the business of the Company.

b. He shall be entitled to re-imbursement of entertainment expenses incurred for the business of the Company

c. As long as he functions as Managing Director, he shall not be paid any sitting fees to attend any meeting of the Board and/or Committee thereof. He shall be entitled to earned/privileged leave as per the rules of the Company.

d. In the event of inadequacy or absence of profits in any financial year during the tenure of the Managing Director, he will be entitled to the above remuneration (inclusive of allowances, perquisites and commission, if any) by way of minimum remuneration, subject to the approval of the Central Government, if required, notwithstanding the fact that it may exceed the limits prescribed under Schedule V of the Companies Act, 2013 or he may be paid as per any statutory amendments, modifications or re-enactments thereof made to the act.

e. Subject to the superintendence, control and direction of the Board of Directors of the Company, he shall perform such duties and functions as would be commensurate with his position as the Managing Director of the Company and as may be delegated to him from time to time.

f. He shall be liable to retire by rotation.

Further, pursuant to the provisions of Sections 117(3), 197, 198, 201, 203 and Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 and as per any statutory amendments, modifications or re-enactments thereof made to the act, the said terms & conditions of remuneration are subject to the approval of competent authority, if any, and all other requisite approvals, as may be required in this regard shall be placed for the approval of the Shareholders in the Annual General Meeting.

The Board recommends the resolution set forth in Item No. 8 for the approval of the Members as Special Resolution

Except Mr. Mukesh Kumar Aggarwal, himself and his wife Mrs. Shashi Agarwal, Wholetime Director of the Company, no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution(s) as set out in Item No. 8 of the notice.

Item No. 9

Mr. Sudeepta Ranjan Rout (DIN: 05106254) was appointed as an Independent Director of the company for a term of five consecutive years effective from July 10, 2021, to July 09, 2026.

In accordance with the provisions of section 149(10) and 150 of the Companies Act, 2013 read with Schedule IV thereto and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), an independent director shall hold office for a term up to five consecutive years on the Board of a company, and shall be eligible for reappointment for second term on passing of a special resolution by the company.

Mr. Sudeepta Ranjan Rout has furnished the requisite declarations confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that he is not disqualified from being re-appointed as a Director under the provisions of the Act.

In the opinion of the Board, Mr. Sudeepta Ranjan Rout fulfils the criteria of eligibility as stated under Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and is independent of the management.

Based on the performance evaluation report and considering his skills, experience, expertise, the Nomination and Remuneration Committee and Board of Directors of the company in its meeting held on 5th June, 2026 recommended and approved his reappointment as an independent director of the company for a second term of five consecutive years, effective from July 10, 2026 and ending on July 09, 2031, subject to the approval of the shareholders.

A brief profile of Mr. Sudeepta Ranjan Rout, including nature of his expertise forms part of the notice. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Corporate Office of the Company during business hours on any working days by prior request over email: cs@spllimited.com and is also available on the website of the Company www.spllimited.com

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Sudeepta Ranjan Rout, are concerned or interested (financially or otherwise) in this Resolution.

The Board commends the resolution set out at Item no. 9 for approval of the Members as Special Resolution.

Item No. 10

Mr. Varun Bansal (DIN- 09233433) was appointed as an Independent Director of the company for a term of five consecutive years effective from July 10, 2021, to July 09, 2026.

In accordance with the provisions of section 149(10) and 150 of the Companies Act, 2013 read with Schedule IV thereto and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), an independent director shall hold office for a term up to five consecutive years on the Board of a company, and shall be eligible for reappointment for second term on passing of a special resolution by the company.

Mr. Varun Bansal has furnished the requisite declarations confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that he is not disqualified from being re-appointed as a Director under the provisions of the Act.

In the opinion of the Board, Mr. Varun Bansal fulfils the criteria of eligibility as stated under Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and is independent of the management.

Based on the performance evaluation report and considering his skills, experience, expertise, the Nomination and Remuneration Committee and Board of Directors of the company in its meeting held on 5th June, 2026 recommended and approved his reappointment as an independent director of the company for a second term of five consecutive years, effective from July 10, 2026 and ending on July 09, 2031, subject to the approval of the shareholders.

A brief profile of Mr. Varun Bansal, including nature of his expertise forms part of the notice. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working days by prior request over email: cs@spllimited.com and is also available on the website of the Company www.spllimited.com

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Varun Bansal, are concerned or interested (financially or otherwise) in this Resolution.

The Board commends the resolution set out at Item no. 10 for approval of the Members as Special Resolution.

Item No. 11

Mr. Vikash Jalan (DIN- 09234205) was appointed as an Independent Director of the company for a term of five consecutive years effective from July 10, 2021, to July 09, 2026.

In accordance with the provisions of section 149(10) and 150 of the Companies Act, 2013 read with Schedule IV thereto and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), an independent director shall hold office for a term up to five consecutive years on the Board of a company, and shall be eligible for reappointment for second term on passing of a special resolution by the company.

Mr. Vikash Jalan has furnished the requisite declarations confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that he is not disqualified from being re-appointed as a Director under the provisions of the Act.

In the opinion of the Board, Mr. Vikash Jalan fulfils the criteria of eligibility as stated under Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and is independent of the management.

Based on the performance evaluation report and considering his skills, experience, expertise, the Nomination and Remuneration Committee and Board of Directors of the company in its meeting held on 5th June, 2026 recommended and approved his reappointment as an independent director of the company for a second term of five consecutive years, effective from July 10, 2026 and ending on July 09, 2031, subject to the approval of the shareholders.

A brief profile of Mr. Vikash Jalan, including nature of his expertise forms part of the notice. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working days by prior request over email: cs@spllimited.com and is also available on the website of the Company www.spllimited.com

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Vikash Jalan, are concerned or interested (financially or otherwise) in this Resolution.

The Board commends the resolution set out at Item no. 11 for approval of the Members as **Special Resolution**.

BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT & RE-APPOINTMENT AT 35TH 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]

Mrs. Shashi Agarwal

Mrs. Shashi Agarwal aged about 58 years (24-09-1967) is an accomplished business leader with multi-faceted experience, passion for excellence, and a proven ability to drive growth at scale. She has business experience of more than 20 years. She has been instrumental in making SPL as growing industry in textile.

Mrs. Agarwal was appointed on the board of company with effect from 12-09-2013. Her role was transitioned to Wholetime Director (Executive) of the Company with effect from 28-09-2024.

Other Details:

Name	Mrs. Shashi Agarwal
Date of Birth and Age	24-09-1967 and 58 Years
Nationality	Indian
Qualification	Graduate
Expertise in specific functional area	Designing
Date of Appointment	12-09-2013
Remuneration	Rs. 60,00,000/- P.A.
Number of shares held in the company	14,75,719 equity shares
Number of Meetings of the Board held during the financial year and number of Board Meetings attended	No. of Meeting during the period - 6 No. of Meetings attended – 6
Relationship with any other Director, Manager and other KMP of the Company	Wife of Mr. Mukesh Kumar Aggarwal Sister-in-Law of Mr. Vijay Kumar Jindal
Directorship in other listed companies	NIL
Chairman/membership of Committee* across all public companies	NIL

**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, Mrs. Shashi Agarwal, Wholetime Director, retires by rotation at this Annual General Meeting and being eligible, offers herself for reappointment. The Board of Directors of the Company recommends her re-appointment. Mrs. Shashi Agarwal and her 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 her 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.

Mr. Mukesh Kumar Aggarwal

Name	Mr. Mukesh Kumar Aggarwal
Date of Birth and Age	03-07-1965 and 61 years
Nationality	Indian
Qualification	Graduate
Expertise in specific functional area	Operations and Global Business & Governance
Initial Date of Appointment	01-01-2004
Remuneration	Rs. 5,00,00,000/- P.A.
Number of shares held in the company	58,02,929 equity shares
Shareholding including shareholding as a beneficial owner	21.51%
Number of Meetings of the Board held during the financial year and number of Board Meetings attended	No. of Meeting during the period - 6 No. of Meetings attended – 6
Relationship with any other Director, Manager and other KMP of the Company	Husband of Mrs. Shashi Agarwal, Wholetime Director
Directorship in other listed companies	NIL
Chairman/membership of Committee* across all public companies	NIL
Listed entities from which the person has resigned in the past three years]	N.A.

Skills and Capabilities	Mr. Mukesh Kumar Aggarwal is a Industrialist (Apparel and Textile Domain) and commerce graduate from University of Delhi. He started his business carrier in the year 1986. He has over 35 years of rich and versatile experience in business sectors namely Textiles and Real Estate. He has been associated with the Company since 2004. He has expertise in Operations and Global Business & Governance, garment manufacturing and its marketing. His dynamic leadership is a cornerstone of the team's strength and the company's ongoing achievements.

Mr. Sudeepta Ranjan Rout

Name	Mr. Sudeepta Ranjan Rout
Date of Birth and Age	15-07-1978 and 48 Years
Nationality	Indian
Qualification	Post- Graduate
Expertise in specific functional area	Finance
Initial Date of Appointment	10-07-2021
Remuneration	N.A.
Number of shares held in the company	Nil
Shareholding including shareholding as a beneficial owner	Nil
Number of Meetings of the Board held during the financial year and number of Board Meetings attended	No. of Meeting during the period - 6 No. of Meetings attended – 6
Relationship with any other Director, Manager and other KMP of the Company	Mr. Sudeepta Ranjan Rout is not related to the company or any promoter/ promoter group or to the directors of the company.
Directorship in other listed companies	NIL
Chairman/membership of Committee* across all public companies	NIL
Listed entities from which the person has resigned in the past three years]	N.A.
Skills and Capabilities	Mr. Sudeepta Ranjan Rout is a commerce graduate from Utkal University, Odisha. He completed his graduation in B. Com in the year 1993. He further, completed his Post Graduation by studying MBA (Finance), which he graduated in the year 2010 from ICFAI, Dehradun. He has a rich and versatile experience of 30 years in Finance. His strong financial background and practical experience equip him with the ability to evaluate financial performance, oversee risk management frameworks and contribute effectively to strategic decision-making processes. Mr. Rout's extensive experience in finance and his understanding of business and financial matters would provide valuable guidance to the Board in strengthening the Company's financial oversight and long-term growth strategy. The Nomination and Remuneration Committee and the Board are of the opinion that he possesses the requisite skills, expertise, knowledge and experience required for discharging his and would make a valuable contribution to the company.

Mr. Varun Bansal

Name	Mr. Varun Bansal
Date of Birth and Age	08-10-1979 and 46 Years
Nationality	Indian
Qualification	Graduate
Expertise in specific functional area	Procurement of Chemicals & related products
Initial Date of Appointment	10-07-2021
Remuneration	N.A.
Number of shares held in the company	Nil
Shareholding including shareholding as a beneficial owner	Nil

Number of Meetings of the Board held during the financial year and number of Board Meetings attended	No. of Meeting during the period - 6 No. of Meetings attended – 6
Relationship with any other Director, Manager and other KMP of the Company	Mr. Varun Bansal is not related to the company or any promoter/ promoter group or to the directors of the company.
Directorship in other listed companies	NIL
Chairman/membership of Committee* across all public companies	NIL
Listed entities from which the person has resigned in the past three years]	N.A.
Skills and Capabilities	Mr. Vaun Bansal is a commerce graduate from University of Delhi. He completed his graduation in B. Com in the year 2000. He has over 25 years of experience in Chemical business sector. His area of expertise is procurement of Chemical & related products. The textile industry relies significantly on chemicals and allied products used in various manufacturing and processing activities. His expertise will assist the Board in evaluating business opportunities, managing procurement-related risks and enhancing operational effectiveness. The Nomination and Remuneration Committee and the Board are of the opinion that Mr. Bansal's commercial knowledge, procurement expertise and extensive business experience would enable him to contribute effectively to the deliberations of the Board and its Committees.

Mr. Vikash Jalan

Name	Mr. Vikash Jalan
Date of Birth and Age	09-05-1978 and 48 Years
Nationality	Indian
Qualification	Graduate
Expertise in specific functional area	Marketing and Communications
Initial Date of Appointment	10-07-2021
Remuneration	N.A.
Number of shares held in the company	Nil
Shareholding including shareholding as a beneficial owner	Nil
Number of Meetings of the Board held during the financial year and number of Board Meetings attended	No. of Meeting during the period - 6 No. of Meetings attended – 6
Relationship with any other Director, Manager and other KMP of the Company	Mr. Vikash Jalan is not related to the company or any promoter/ promoter group or to the directors of the company.
Directorship in other listed companies	NIL
Chairman/membership of Committee* across all public companies	NIL
Listed entities from which the person has resigned in the past three years]	N.A.
Skills and Capabilities	Mr. Vikash Jalan is a commerce graduate from University of Delhi. He completed his graduation in B. Com in the year 1999. He has over 25 years of experience in business sectors namely Foods Grains and Dairy Products. His area of expertise is Marketing and Communication. Over the course of his career, Mr. Jalan has gained extensive experience in business development, market analysis, customer relationship management. His understanding of market dynamics has enabled him to successfully contribute to business growth. The Nomination and Remuneration Committee and the Board are of the opinion that Mr. Vikash Jalan's knowledge of the industry, expertise in marketing and communication, and substantial business experience would enable him to contribute effectively to the deliberations of the Board and its Committees. Accordingly, Mr. Jalan possesses the requisite skills, capabilities and experience required for discharging the duties and responsibilities of an Independent Director of the Company.