AARVEE DENIMS AND EXPORTS LIMITED
CIN: L17110GJ1988PLC010504
Regd. Office: 188/2, Ranipur Village, Opp. CNI Church, Narol, Ahmedabad – 382 405, Gujarat, India
Phone: 079-30417000; E-Mail: cs@aarveedenims.com, Website: www.aarveedenims.com.

Date: 28.07.2025

To,
**National Stock Exchange of India Limited**
Exchange Plaza, 5th Floor, Plot No: C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051.
**Scrip Symbol: AARVEEDEN**

To,
**BSE Limited**
PhirozeJejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
**Scrip Code: 514274**

**Sub: Revision to Notice of Extra Ordinary General Meeting ("EGM") of the Company**

Dear Sir / Madam,

In continuation of our letter dated 25.07.2025, we wish to inform you that the Company has issued a notice dated July 23, 2025 ("**EGM Notice**") for convening the Extraordinary General Meeting of the members of the Company which is scheduled to be held on Tuesday, August 19, 2025 at 01:00 P.M. (IST) through Video Conference (VC) / Other Audio Visual (OAVM).

The EGM Notice has been dispatched to the shareholders of the Company on July 25, 2025 in due compliance with the provisions of the Companies Act, 2013 and the revised Notice is being sent to the shareholders read with the relevant rules made thereunder, read with circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India and all other applicable provisions.

The time of holding EGM i.e. 01:00 P.M. (IST)was mentioned in the email through which the Notice is circulated, however, inadvertently the time is missed to be mentioned in the Notice of EGM. Therefore, the Company is submitting the revised Notice having the time of EGM.

All other contents of the EGM Notice, save and except as modified or supplemented as above, shall remain unchanged.

Further, the Notice of Extra-Ordinary General Meeting as mentioned above, has also been made available on website of the company at www.aarveedenims.com.

This is for your information and record.

Thanking you,

Yours sincerely,

**For Aarvee Denims and Exports Ltd**

JAIMIN KAILASH GUPTA

Digitally signed by JAIMIN KAILASH GUPTA
DN: c=IN, postalCode=380054, st=GUJARAT, street=3 RAJPATH HIGHWAY SOCIETY ,BEHIND RAJPATH CLUB ,AHMEDABAD,BEHIND NOVA VILLEGE ,380054, l=AHMEDABAD, o=Personal, serialNumber=4942381359e0393545de79b7155b908d78bd3ba32c0602aa294792 8eec3becd0, pseudonym=81e27710ca664998a26538 1cdb09efcc, 2.5.4.20=93063e5b1e5e80e2a85c4be898d1fa11a9e5f3f6959bf2fdb95b7b5f6db6c2de, email=SYLAMELE@CLIP.LAT, cn=JAIMIN KAILASH GUPTA
Date: 2025.07.28 15:31:26 +05'30'

**Jaimin Kailash Gupta**
**Chairman and Managing Director**

AARVEE DENIMS AND EXPORTS LIMITED
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# NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting ("EGM") of the Members of Aarvee Denims and Exports Limited (the "Company") will be held on Tuesday, August 19, 2025 at 1:00 P.M., through Video Conferencing ("VC") facility / Other Audio Visual Means ("OAVM") to consider and transact the following business:

Special Business:

**ITEM NO.1: APPOINTMENT OF MR. JAIMIN KAILASH GUPTA (DIN: 06833388), ADDITIONAL DIRECTOR AS A DIRECTOR OF THE COMPANY**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") Mr. Jaimin Kailash Gupta (DIN: 06833388) who, on the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Director by the Board of Directors of the Company w.e.f. July 5, 2025, be and is hereby appointed as a Director of the Company.

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

**ITEM 2: APPOINTMENT OF MR. JAIMIN KAILASH GUPTA (DIN: 06833388) AS A MANAGING DIRECTOR OF THE COMPANY**

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

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made

thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such other approvals as may be necessary, approval of the Members of the Company be and is hereby accorded for the appointment of, Mr. Jaimin Kailash Gupta (DIN: 06833388) as Chairman and Managing Director of the Company for a period of 3 years commencing from 5th July, 2025 to 4th July, 2028, (not liable to retire by rotation) at a remuneration upto Rs. 24,00,000 per annum including all allowances and perquisites, Performance Bonus Variable, pay-out Contribution to Provident Fund, Superannuation Fund and Gratuity Fund as applicable to all the employees of the Company, from time to time, within the applicable provisions of the Companies Act, 2013 and other applicable laws, with full liberty to the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination & remuneration Committee of the Board) to revise/ alter/ modify/ amend/ change the terms and conditions as may be agreed to by the Board and Mr. Jaimin Kailash Gupta within the applicable provisions of the Companies Act, 2013 and other applicable laws.

**RESOLVED FURTHER THAT** Mr. Jaimin Kailash Gupta (DIN: 06833388) as Chairman and Managing Director of the Company shall be paid remuneration in excess of prescribed limit of 5% of the net profits of the Company computed in accordance with Section 198 of the Act, in any financial year(s), during his tenure as the Managing Director of the Company provided, however, that the total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year and overall managerial remuneration payable to all directors shall not exceed the limits as per the Applicable Laws.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of the said Chairman and Managing Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration subject to the limits prescribed under Section 197 of the Companies Act 2013 ("the Act") read with Part II of Schedule V to the Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

**ITEM NO.3: APPOINTMENT OF MR. TARACHAND GANGASAHAY AGRAWAL (DIN: 00465635), ADDITIONAL DIRECTOR AS A DIRECTOR OF THE COMPANY**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per

relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws"), Mr. Tarachand Gangasahay Agrawal (DIN: 00465635) who, on the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Director by the Board of Directors of the Company w.e.f. July 5, 2025, be and is hereby appointed as a Director of the Company and that he shall be liable to retire by rotation.

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

**ITEM 4: APPOINTMENT OF MR. TARACHAND GANGASAHAY AGRAWAL (DIN: 00465635) AS A WHOLE TIME DIRECTOR OF THE COMPANY**

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

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and such other approvals as may be necessary, the consent of the Company be and is hereby accorded for the appointment of Mr. Tarachand Gangasahay Agrawal (DIN: 00465635), as a Whole-time Director of the Company for a period of 3 years commencing from 5th July, 2025 to 4th July, 2028, (liable to retire by rotation) at a remuneration upto Rs. 12,00,000 per annum including all allowances and perquisites, Performance Bonus Variable, pay-out Contribution to Provident Fund, Superannuation Fund and Gratuity Fund as applicable to all the employees of the Company, from time to time, within the applicable provisions of the Companies Act, 2013 and other applicable laws, with full liberty to the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination & remuneration Committee of the Board) to revise/ alter/ modify/ amend/ change the terms and conditions as may be agreed to by the Board and Mr. Tarachand Gangasahay Agrawal within the applicable provisions of the Companies Act, 2013 and other applicable laws.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of the said Whole-Time Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such

acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

**ITEM 5. RE-DESIGNATION OF MR. NIPUN VINODKUMAR ARORA (DIN: 00989835) FROM WHOLE-TIME DIRECTOR TO NON-EXECUTIVE DIRECTOR OF THE COMPANY AND APPROVE REMUNERATION**

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

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded for re-designation of Mr. Nipun Vinodkumar Arora (DIN: 00989835)from Whole-time director to Non-executive director of the company with effect from July 5, 2025 whose terms of office shall be liable to retirement by rotation as per section 152(6) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Mr. Nipun Vinodkumar Arora (DIN: 00989835) shall be entitled to receive the remuneration/fees/commission as permitted to be received in the capacity of Non-Executive Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time as per the Applicable Laws.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.

**ITEM 6. APPOINTMENT OF MR. RAVI JITENDRA MODI (DIN: 10932249) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter

collectively referred to as the "Applicable Laws") and on the recommendation of the Nomination and Remuneration Committee, Mr. Ravi Jitendra Modi (Din: 10932249) who was appointed as Additional Director, Non-Executive Director and Independent, of the Company and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive and Independent Director of the Company for a term of 5 (Five) consecutive years with effect from July 15, 2025 till July 14, 2030 and not be liable to retire by rotation."

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Ravi Jitendra Modi (Din: 10932249) shall be entitled to receive the remuneration/fees/commission as permitted to be received in the capacity of Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

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

**ITEM 7: TO CONSIDER AND APPROVE THE CHANGE OF NAME OF COMPANY TO *VARVEE GLOBAL LIMITED*, SUBJECT TO THE APPROVAL OF CENTRAL GOVERNMENT AND CONSEQUENT CHANGE OF MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION.**

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

"**RESOLVED THAT** pursuant to Section 4 and 13 of the Companies Act, 2013 and Rule 29 of the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s), rule(s) or guideline(s), the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and subject to the approval of Ministry of Corporate Affairs (MCA)/Central Government/Registrar of Companies (ROC) and any other Regulatory Authorities as may be necessary, consent of the members of the Company be and is hereby accorded to change the name of the Company from "Aarvee Denims and Export Limited" to "Varvee Global Limited".

**RESOLVED FURTHER THAT**, upon receipt of the fresh Certificate of Incorporation from the Registrar of Companies, consequent to change of name of the Company, the Name Clause, being Clause I of the Memorandum of Association of the Company, shall be altered by deleting the existing Clause I and substituting it with the following:

I. The Name of the Company is "VARVEE GLOBAL LIMITED".

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company as per the applicable provisions, upon receipt of the fresh certificate of incorporation by the Registrar of Companies, consequent upon change of name.

**RESOLVED FURTHER THAT** any Director of the Company and the Company Secretary and Compliance officer be and are hereby severally authorized to make an application to MCA and to prepare, file and submit necessary e-Forms, applications, documents, declaration, undertaking and such other documents as may be required for change of name of the Company and to issue a certified true copy of this Resolution to all concerned authorities and to do all such acts, deeds and things and take such actions as may be required to give effect to above resolution."

**Registered Office:**
**188/2, Ranipur Village, Opp. CNI Church,**
**Narol, Ahmedabad – 382 405, Gujarat, India**

**Place: Ahmedabad**
**Date: July 23, 2025**

**By Order of the Board of Directors**
**Sd/-**
**Jaimin Kailash Gupta**
**Chairman and Managing Director**
**[DIN: 06833388]**

Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), setting out all material facts relating to the resolution for Item No. 1 in Notice are appended herein below for information and consideration of Members and the same should be considered as part of this Notice.

2. As per the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 21, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (the "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") and pursuant to Section 101 of the Act read with relevant rules made thereunder, this EGM is being convened to be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM. Notice of EGM is being sent only through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository.

3. In line with the aforesaid MCA Circulars, the notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice has been uploaded on the website of the Company at www.aarveedenims.com. The Notice can also be accessed from the 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 the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the MCA, the facility to appoint Proxy by the members is not available for this EGM and hence the proxy form and attendance slip including route map are not annexed to this notice.

5. The Board of Directors of the Company, at its meeting held on Tuesday, July 15, 2025 has appointed Mr. Tapan Shah, Practicing Company Secretary (ICSI membership number: FCS [4476], certificate of practice number: [2839]), who in the opinion of the Board is a duly qualified person as a scrutinizer to scrutinize the voting processes in a fair and transparent manner. The Scrutinizer shall submit his report of the votes cast in favour or against, if any, to the Chairman of the Company.

6. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@tapanshah.in with a copy marked to evoting@nsdl.com and cs@aarveedenims.com, Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

7. In the case of joint holders attending the meeting, only such joint holder who is high in the order of names will be entitled to vote at the meeting.

8. Members may also note that the Notice of EGM is available on the Company's website i.e., www.aarveedenims.com, on the website of the Stock Exchanges i.e., National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com. All documents referred to in the accompanying Notice and Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at cs@aarveedenims.com.

9. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act

10. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI LODR Regulations, and other applicable laws, and General Circular No. 14/2020 and 17/2020 dated April 8, 2020, April 13, 2020 and other circulars further issued, if any, respectively by the Ministry of Corporate Affairs, the company is pleased to offer e-voting facility to its Members holding Equity Shares as on Tuesday, August 12, 2025, being the cut-off date, to exercise their right to vote electronically on the above resolution.

11. This facility is arranged by the National Securities Depository Limited ("NSDL"). The instructions for e-voting are given in this Notice. E-voting will commence on Saturday, August 16, 2025, at 9:00 A.M. and will end on Monday, August 18, 2025, at 5:00 P.M. E-voting shall not be allowed beyond the said date and time.

12. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below in Point THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder / Member login, where the EVEN (i.e. 134755) of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

13. During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, August 12, 2025 i.e. cut-off date, may cast their vote electronically. Those members who will be present in the EGM through VC / OAVM facility and have not cast their vote on the resolution through remote e- Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the EGM. Any recipient of the Notice, who has no voting rights as on cut-off date, shall treat this notice as information only. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

14. As required by Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI LODR Regulations, the details about this Notice will be published in one English newspaper having a wide circulation in India (in the English language) and one vernacular newspaper having a wide circulation in Gujarat (in the Gujarati language).

15. Members seeking any information or clarification on any items mentioned in the Notice are requested to send written queries to the Company, at least 10 days before the date of the meeting mentioning their demat account number/folio number, name, email id, mobile number at cs@aarveedenims.com to enable the management to keep the required information available at the meeting.

16. The Members can join the EGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

17. All documents referred to in the notice of EGM will also be available for electronic inspection without any fees by the members at least 10 days before the date of the meeting. Members seeking to inspect such documents can send an email to cs@aarveedenims.com

18. A person whose name is recorded in the Register of Members, or the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., Tuesday, August 12, 2025, only shall be entitled to avail of the facility of e-voting.

19. Securities of listed companies would be transferred in dematerialized form only w.e.f. April 1, 2019. Given the same, Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company's RTA for assistance in this regard. SEBI has mandated the submission of a Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA of the Company.

20. To use natural resources responsibly, we request shareholders to update their e-mail addresses with their Depository Participants to enable the Company to send communications electronically.

21. The Scrutinizer after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e- voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the EGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with. The Result declared along with the report of the scrutinizer shall be placed on at the Company's website www.aarveedenims.com and on the website of NSDL and shall also be communicated to the Stock Exchanges. The resolution will be taken as passed effectively on the date of EGM.

22. For any communication, the shareholders may also send requests to the Company's investor email id: cs@aarveedenims.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

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 Regulation 44 of the SEBI LODR Regulations, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 in terms of SEBI vide Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and other circular issued, if any in relation to e-Voting facility provided by listed entities, the members are provided with the facility to cast their vote electronically, through the e-Voting services provided by NSDL, on all the resolutions set forth in this Notice.

The remote e-voting period begins on Saturday, August 16, 2025, at 9:00 A.M. and will end on Monday, August 18, 2025, at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, August 12, 2025 i.e. cut-off date, may cast their vote electronically. Those members, who will be present in the EGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e- Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the EGM. Any recipient of the Notice, who has no voting rights as on cut-off date, shall treat this notice as information only. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period<br>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the |

| Type of shareholders | Login Method |
|---|---|
| | remote e-Voting period.<br>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.<br>**NSDL Mobile App is available on**<br>App Store Google Play |
| Individual Shareholders holding securities in demat mode with CDSL | 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.<br>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.<br>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.<br>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. |

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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

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

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12********** then your user ID is 12********** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN: [134755]" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to ahmedabad@linkintime.com. Members may write to RTA of the Company on the email id ahmedabad@linkintime.com.

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to ahmedabad@linkintime.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ahmedabad@linkintime.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN (i.e. 134755)of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

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

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

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

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

6. Members who would like to express their views/ask questions during the EGM may use chat facility to raise question to moderator. The moderator then will ask one by one questions during the meeting. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as speaker shareholder will only be allowed to express their views/ ask questions during the meeting. Shareholders who would like to express their view/ ask question during the meeting may register themselves as speaker shareholders and may send their request mentioning name, mobile number, folio number, email id at cs@aarveedenims.com. Shareholders who have registered themselves as speaker shareholders will only be allowed to express their views/ask questions during the meeting.

7. The company reserves the right to restrict the number of questions and number of speakers as appropriate for the smooth proceeding of the EGM.

   I. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Tuesday, August 12, 2025.

   II. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday, August 12, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com or RTA MUFG Intime India Private Limited at ahmedabad@linkintime.co.in. However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

   III. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.

   IV. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-Voting. Only those members / shareholders, who will be present in the EGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM. Members who have voted through Remote e- Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM. The details of the person who may be contacted for any

grievances connected with the facility for e-Voting on the day of the EGM. shall be the same person mentioned for Remote e-Voting

V. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

VI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.aarveedenims.com, on the website of Stock Exchanges i.e. National Stock Exchange of India Limited www.nseindia.com and BSE Limited www.bseindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

**Registered Office:**
**188/2, Ranipur Village, Opp. CNI Church, Narol, Ahmedabad – 382 405, Gujarat, India**

**By Order of the Board of Directors**
**Sd/-**
**Jaimin Kailash Gupta**
**Chairman and Managing Director**
**[DIN: 06833388]**

**Place : Ahmedabad**
**Date : July 23, 2025**

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT

Accordingly, the following Explanatory Statement sets out the relevant information as required by Section 102(1) of the Companies Act, 2013 read with rules framed thereunder and other applicable laws, in respect of items given in the Notice that require approval of the Members.

***Item no. 1 and 2:***

The Board of Directors in its meeting held on July 5, 2025, based on the recommendation of Nomination and Remuneration Committee and subject to shareholders' approval, appointed Mr. Jaimin Gupta as an additional director and designated him as Chairman and Managing Director of the Company for a period of 3 (three) years with effect from July 5, 2025.

As per SPA dated 05.09.2024, Mr. Jaimin Gupta was the Acquirer and is presently a majority shareholder holding 1,34,00,704 Equity Shares in the Company representing 52.01% of the paid-up Equity Share Capital and having significant control over the company's decisions.

Jaimin Gupta is having an experience of eight years in the field of Textile Industry. He was the founder of Stitched Textiles Limited, a leading Men's apparel retailing company. He is also the Director at VIRU Retail Pvt. Ltd., which is a Joint Venture between "Stitched Textiles Limited" and World of "Viru", for business operation and development of the brand "VS" of legendary India cricketer VS-Virender Sehwag. He was also the CEO of Vaxtex Cotfab Limited, an NSE Emerge Listed company, having its operations into Textile fabric manufacturing. He was also a director of 7NR Retail Limited, from February 12, 2021 to January 08, 2022, a BSE listed Company.

The terms and conditions are set out herein below:
a). **Designation**: Chairman and Managing Director
b).**Tenure as Managing Director**: for a period of 3(three) years effective from July 5, 2025 to July 4, 2028
c). **Remuneration**:
i. Monthly salary upto Rs. 2,00,000 per month including all allowances and perquisites as per the salary structure of the Company amounting to Rs. 24,00,000 on an annual basis;
ii. Performance Bonus (including long term bonus): As per Company's Bonus scheme(s), as applicable to all the employees of the Company, from time to time;
iii. Variable pay-out: Payable at such intervals, as recommended by Nomination & Remuneration Committee and approved by the Board;
iv. Contribution to Provident Fund, Superannuation Fund and Gratuity Fund in accordance with the Act(s) / Scheme(s), as applicable to all the employees of the Company, from time to time;
d). Duties: Mr. Jaimin Kailash Gupta shall act as the Managing Director of the Company and may devote such time in the performance of his duties as the Managing Director of the Company as it is considered necessary and expedient. The Managing Director will carry out such duties and exercise such powers as are additionally entrusted to him by the Board of Directors and / or by the Chairperson.
e) **Code of Business Conduct & Policies**: The Chairman and Managing Director shall adhere to the Code of Business Conduct & Policies of the Company, if any;
f) **Reimbursement**: Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company;

g) **Increment:** As per the Company rules;
h). **OTHER TERMS OF APPOINTMENT:**
(i) The terms and conditions of the appointment may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Jaimin Gupta, subject to such approvals as may be required.
(ii) The appointment may be terminated by either party by giving to the other party notice of such termination or the Company paying remuneration in lieu thereof.

The Company has received requisite consent and declarations from Mr. Jaimin Kailash Gupta for his appointment as required under the Act and rules made thereunder.

Mr. Jaimin Kailash Gupta satisfies all the other conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, Mr. Jaimin Kailash Gupta is not debarred from holding the office of Director pursuant to any Order issued by SEBI or any other authority.

This explanatory statement and the resolution at Item No. 1 and 2 which outlines the terms and conditions may also be read and treated as disclosure in compliance with the requirement of Section 190 of the Companies Act, 2013.

Considering his holdings and control over the Company and his rich experience, the Board recommends the resolution set out at Item No. 1 and 2 of this EGM Notice relating to the appointment of Mr. Jaimin Kailash Gupta as the Managing Director of the Company, not liable to retire by rotation, for approval of the Members of the Company as a Special Resolution.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Jaimin Kailash Gupta including his profile and specific areas of expertise are given in this EGM Notice are provided in the table annexed to this Notice.

Save and except Mr. Jaimin Gupta, Mr. TaraChand Agarwal being Uncle-Father's brother, and his relatives, none of the other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

***ITEM NO.3 AND 4:***
The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on 5th July, 2025 had appointed Mr. Tarachand Gangasahay Agrawal (DIN: 00465635) as an Additional Director (Whole Time Director) of the Company, for a period of period of 3 (three) years with effect from 5th July, 2025, subject to approval of the Members of the Company.

As per SPA dated 05.09.2024, Mr. Tarachand Gangasahay Agrawal was the Person Action in Concert (PAC) and presently holds 11,72,990 Equity Shares in the Company representing 4.55% of the paid-up Equity Share Capital.

Further, Mr. Tarachand Agrawal has more than 20 years of experience in the field of textile Industry and Garments trading and his appointment in the Board in whole time capacity would be beneficial for the growth of the Company and his appointment would be beneficial for the Company given the paucity of experienced and skilled personnel.

The remuneration proposed for Mr. Tarachand Agrawal is commensurate with the industry and size of the Company. Mr. Tarachand Agrawal has no pecuniary relationship directly or indirectly with the Company. However, he is related to Mr. Jaimin Gupta as Uncle-father's brother. The terms and conditions are set out herein below:

**1**) **Tenure of Appointment**: The appointment of Mr. Tarachand Agrawal as Whole Time Director for a period of 3 years with effect from 05.07.2025.

**2) Duties and Responsibilities**: Mr. Tarachand Agrawal, the 'Whole Time Director' of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.

**3) Remuneration**:

i. Monthly salary upto Rs. 1,00,000 per month including all allowances and perquisites as per the salary structure of the Company amounting to Rs. 12,00,000 on an annual basis;

ii. Performance Bonus (including long term bonus): As per Company's Bonus scheme(s), as applicable to all the employees of the Company, from time to time;

iii. Variable pay-out: Payable at such intervals, as recommended by Nomination & Remuneration Committee and approved by the Board;

iv. Contribution to Provident Fund, Superannuation Fund and Gratuity Fund in accordance with the Act(s) / Scheme(s), as applicable to all the employees of the Company, from time to time;

**4) Code of Business Conduct & Policies**: The Managing Director and Chief Executive Officer shall adhere to the Code of Business Conduct & Policies of the Company, if any;

5**) Reimbursement**: Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company;

**6) Increment**: As per the Company rules;

**7). Other Terms of Appointment**:

(i) The terms and conditions of the appointment of Mr. Tarachand Agrawal may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Tarachand Agrawal, subject to such approvals as may be required.

(ii) The appointment may be terminated by either party by giving to the other party notice of such termination or the Company paying remuneration in lieu thereof.

(iii) Mr. Tarachand Agrawal will be liable to retire by rotation.

The Company has received requisite consent and declarations from Mr. Tarachand Agrawal for his re-appointment as required under the Act and rules made thereunder.

Additional details of Mr. Tarachand Agrawal as required pursuant to Companies Act, 2013 (hereinafter referred to as 'the Act') and the Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided in the table annexed to this Notice.

Save and except Mr. Tarachand Agrawal, Mr. Jaimin Kailash Gupta being related as brother's son, and his relatives, including, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item Nos. 3 & 4 of the Notice.

All the documents referred to in the said Resolution are open for inspection at the Company's Registered Office on all working days, except Saturdays and Sundays, between 10.00 A.M. to 1.00 P.M. and will also be available for inspection at the Meeting.

The Board recommends the Special Resolution as set out at Item Nos. 3 & 4 respectively of the Notice for approval of the Members.

***Item No. 5:***

Mr. Nipun Arora was appointed as a Whole-time Director of the Company w.e.f. 11.08.2018 and was re-appointed as a Whole-time Director w.e.f. 11th August, 2024 for a period of three years.

Pursuant to the terms and conditions of SPA dated 05.09.2024 and as recommended by the Nomination and Remuneration Committee of the Company, the Board of Directors of the Company at its meeting held on July 5, 2025 changed the designation of Mr. Nipun Arora from Whole-time Director to Non-Executive Director of the Company. He shall be liable to retirement by rotation as per section 152(6) of the Companies Act, 2013.

Mr. Nipun Vinodkumar Arora shall be entitled to receive the remuneration/fees/commission as permitted to be received in the capacity of Non-Executive Director under the Act and Listing Regulations as per the Applicable Laws .

Mr. Nipun Arora has long term association with Company in overseeing the administration of the company, where his extensive experience and in-depth knowledge have played a crucial role in the company's operational success. With a strong background in management and organizational leadership, he ensured smooth day-to-day operations and drives efficiency across all departments. His strategic insights and problem-solving abilities have greatly contributed to the company's growth and streamlined business processes. Mr. Arora's leadership in administration had been instrumental in enhancing overall productivity and fostering a positive work environment, further solidifying the company's position as a leader.

Considering the long-term association of Mr. Nipun Arora with the Company and his rich experience in textile industry and managing day-to-day operations of the Company, his presence in the Board of Directors would be beneficial for management and growth of the Company.

The Company has received requisite consent and declarations from Mr. Nipun Arora for his re-appointment as required under the Act and rules made thereunder.

Additional details of Mr. Nipun Arora as required pursuant to Companies Act, 2013 (hereinafter referred to as 'the Act') and the Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided in the table annexed to this Notice.

Save and except Mr. Nipun Arora and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item Nos. 5 of the Notice.

All the documents referred to in the said Resolution are open for inspection at the Company's Registered Office on all working days, except Saturdays and Sundays, between 10.00 A.M. to 1.00 P.M. and will also be available for inspection at the Meeting.

The Board recommends the Special Resolution as set out at Item Nos. 5 of the Notice for approval of the Members.

***Item No. 6:***

Based on the recommendation of the Nomination and Remuneration Committee at its meeting held on July 15, 2025, the Board of Directors of the Company at its meeting held on July 15, 2025 appointed Mr. Ravi Jitendra Modi (DIN: 10932249) as an Additional Director (Category: Non-Executive & Independent) of the Company w.e.f. that date i.e. July 15, 2025.

Pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier. Accordingly, in compliance with above and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), Mr. Ravi Jitendra Modi holds office as an Additional Director till the date of the ensuing Annual General Meeting (AGM). Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on July 15, 2025, also recommended the appointment of Mr. Ravi Jitendra Modi as an Independent Director on the Board of the Company, not liable to retire by rotation, for a term commencing from the date of Board's approval i.e. July 15, 2025 till July 14, 2030.

Mr. Ravi Jitendra Modi is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Mr. Ravi Jitendra Modi as per the provisions of the Act and SEBI Listing Regulations including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, Mr. Ravi Jitendra Modi has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further, Mr. Ravi Jitendra Modi is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. Further, Mr. Ravi Jitendra Modi is also registered with the Independent Director's databank maintained by the Indian Institute of Corporate Affairs (IICA), for lifetime.

In the opinion of the Board, Mr. Ravi Jitendra Modi fulfils the conditions for his appointment as an Independent Director, as specified in the Act and SEBI Listing Regulations and is independent of the management. Mr. Ravi Jitendra Modi possesses the required skills, knowledge, and

experience as identified by the Board that will immensely benefit the Company. Further, Mr. Ravi Jitendra Modi possesses the expertise and experience for appointment as an Independent Director and is a person of high integrity and repute.

Considering his expertise and knowledge, the Board considers that the appointment of Mr. Ravi Jitendra Modi as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Mr. Ravi Jitendra Modi as an Independent Director of the Company, not liable to retire by rotation, for a term commencing from the date of Board's approval i.e. July 15, 2025 till July 14, 2030.

Mr. Ravi Jitendra Modi shall be paid remuneration by way of commission or otherwise in addition to sitting fees and/or reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof as approved by the Members of the Company and the Board of Directors, from time to time. Accordingly, the Board recommends the resolution as set out at Item No. 6 of this EGM Notice for approval of the Members of the Company as a Special Resolution.

The copy of draft letter of appointment of Mr. Ravi Jitendra Modi setting out the terms and conditions of his appointment is available electronically for inspection by the Members. The same is also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of EGM.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Ravi Jitendra Modi including his profile and specific areas of expertise are provided in the table annexed to this Notice.

Save and except Mr. Ravi Jitendra Modi and his relatives, none of the other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution

***Item 7:***

The Board of the Company in their Meeting held on 15.07.2025 approved the change of name of Company to VARVEE CORPORATION LIMITED OR VARVEE GLOBAL LIMITED" or any other approved name by CRC (MCA) and the consequent alterations to the Memorandum of Association and the Articles of Association of the Company, subject to the approval of the shareholders of the Company by way of special resolution and approvals of requisite statutory, regulatory or governmental authorities, as may be required under applicable laws.

As there is change in management and control pursuant to the completion of SPA and as per SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations"), the new management is desirous of changing the name of the Company to reflect the new start and to establish a new identity and direction for the company. The new name would also be beneficial to refresh the existing brand.

In view of the above, the Company had made an application for reservation of name for change of name of the Company and has received a name availability letter from the Central registration Centre (CRC), Ministry of Corporate Affairs, informing no objection with respect to the proposed change in the name of the Company to 'VARVEE GLOBAL LIMITED".

As per the provisions of Sections 13 and 14 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company and consequent alteration in the Memorandum of Association and Articles of Association by way of passing a special resolution upon receipt of fresh Certificate of Incorporation. As a result of change in the name of the Company, clause I of the Memorandum of Association is also required to be suitably amended and in terms of Section 14 of the Companies Act, 2013, the Articles of Association of the Company is also required to be altered by deleting the existing name "Aarvee Denims and Export Limited" wherever appearing and substituting it with the new name of the Company as 'VARVEE GLOBAL LIMITED.

The members may further note that there is no proposal to change the objects of the Company.

The Company has complied with Regulation 45 of the Listing Regulations, to the extent they are applicable, and has also obtained a certificate from a Practicing Chartered Accountant in respect of the same, copy of which is annexed herewith as Annexure C.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

The Board of Directors recommends the resolutions set forth above, at Item no. 7, for the approval of the Members as a Special Resolution.

**Disclosure under Regulation 36(3) of SEBI (LODR) Regulations,2015 and Secretarial Standard -2**:

Details of Director seeking appointment at Extra-ordinary General Meeting:

| **Names** | **Mr. Jaimin Kailash Gupta** (DIN:06833388) | **Mr. Tarachand Gangasahay Agrawal** (DIN: 00465635) |
|---|---|---|
| Date of Birth | 03-01-1995 | 28-05-1977 |
| Experience – Expertise in specific functional areas - Job profile and suitability | Jaimin Gupta is having an experience of eight years in the field of Textile Industry. He is the founder of Stitched Textiles Limited, a leading Men's apparel retailing company. He is also the Director at VIRU Retail Pvt. Ltd., which is a Joint Venture between "Stitched Textiles Limited" and World of "Viru", for business operation and development of the brand "VS" of legendary India cricketer VS-Virender Sehwag. He was also the CEO of Vaxtex Cotfab Limited, an NSE Emerge Listed company, having its operations into Textile fabric manufacturing business He was also a director of 7NR Retail Limited, from February 12, 2021 to January 08, 2022, a BSE listed Company. | Tarachand Agrawal has passed higher secondary examination from Rajasthan Board. He has experience of over 20 years in garment business. Also, he has cleared my Secondary Education from Rajasthan Board in the Year 1997. |
| No. of Shares held in the Company | 13400704 | 1172990 |
| Terms & Conditions | He is appointed as Additional Director and Managing director of the Company. | He is appointed as Additional Director and Whole-time director of the Company. |
| Remuneration Last Drawn | Not Applicable | Not Applicable |
| Remuneration sought to be paid | Monthly salary upto Rs. 2,00,000 per month including all allowances and perquisites as per the salary structure of the Company amounting to Rs. 24,00,000 on an annual basis | Monthly salary upto Rs. 1,00,000 per month including all allowances and perquisites as per the salary structure of the Company amounting to Rs. 12,00,000 on an annual basis |
| Number of Board Meetings attended during the Financial Year 2024-25. | Not Applicable | Not Applicable |
| Date of Original Appointment. | 5th July, 2025 | 5th July, 2025 |
| Directorship held | NIL | Yarn Syndicate Limited |

| | | |
|---|---|---|
| in other public companies. | | |
| Names of listed entities from which the person has resigned in the past three years. | 7NR Retail Limited | 7NR Retail Limited |
| Memberships / Chairmanships of committees of public companies. | NIL | Member of Nomination and Remuneration Committee and Chairman of Stakeholders Relation Committee of Yarn Syndicate Limited |
| Inter-se Relationship with other Directors. | Brother's son- Mr. TaraChand Agarwal is the brother of Mr. Kailash Gupta | Uncle(father's brother of Mr. Jaimin Kailash Gupta) |

| **Names** | **Mr. Nipun Arora (DIN: 00989835)** | **Ravi Jitendra Modi (DIN:10932249)** |
|---|---|---|
| Date of Birth | 13-12-1974 | 18-05-1986 |
| Experience – Expertise in specific functional areas - Job profile and suitability | Mr. Nipun Arora has long term association with Company in overseeing the administration of the company, where his extensive experience and in-depth knowledge have played a crucial role in the company's operational success. With a strong background in management and organizational leadership, he ensured smooth day-to-day operations and drives efficiency across all departments. His strategic insights and problem-solving abilities have greatly contributed to the company's growth and streamlined business processes. Mr. Arora's leadership in administration had been instrumental in enhancing overall productivity and fostering a positive work environment, further solidifying the company's position as a leader | CA Ravi Modi is a Fellow Chartered Accountant (FCA -173343) with over 8 years of experience in Accounting, Auditing, Taxation, and Corporate Compliance. He currently serves Detox Corporation Pvt. Ltd. and has previously worked with companies across diverse sectors like manufacturing, trading, education, and automotive.<br><br>His expertise includes strategic financial planning, tax optimization, audits, regulatory compliance (including SEBI & Company Law), financial modeling, and M&A advisory. Known for a detail-oriented and result-driven approach, he delivers tailored financial solutions that support business growth and compliance.<br>. |
| No. of Shares held in the Company. | NIL | NIL |
| Terms & Conditions | His designation is changed from Whole time director to Non-Executive Director of the Company | Appointment as a **Non-Executive and Independent Director**, for period of 5 (five) years commencing from July 15, 2025 to July 14, 2030 |
| Remuneration Last Drawn | In the scale of Rs. 1,00,000 per month and perquisite | NIL |
| Remuneration sought to be paid | Shall be entitled to receive the remuneration/fees/commission as permitted to be received in the | Shall be entitled to receive the remuneration/fees/commission as permitted to be received in the |

| | capacity of Non-Executive Director | capacity of Independent Director |
|---|---|---|
| Number of Board Meetings attended during the Financial Year 2024-25. | 6 | NIL |
| Date of Original Appointment. | 11.08.2018 | 15.07.2025 |
| Directorship held in other public companies. | 1. Twenty First Century Marketing Limited | 1.Vaxtex Cotfab Limited<br>2. Bhatia Colour Chem Limited |
| Names of listed entities from which the person has resigned in the past three years. | NIL | NIL |
| Memberships / Chairmanships of committees of public companies. | NIL | NIL |
| Inter-se Relationship with other Directors. | NIL | NIL |

**Registered Office:**
**188/2, Ranipur Village, Opp. CNI Church, Narol, Ahmedabad – 382 405, Gujarat, India**

**By Order of the Board of Directors**
**Sd/-**
**Jaimin Kailash Gupta**
**Chairman and Managing Director**
**[DIN: 06833388]**

**Place : Ahmedabad**
**Date : July 23, 2025**

# AGARWAL NAMAN & ASSOCIATES

(Chartered Accountants)

Office: 21, Agarwal Colony, Aburoad, Sirohi, Raj-307026

Mob No. 9898438420 E-mail id – nmn9660@gmail.com


To,

AARVEE DENIMS AND EXPORTS LTD

Sub.: Certificate complying provision of Regulation 45 (1) of SEBI (LODR) Regulations, 2015 for change of name of M/S AARVEE DENIMS AND EXPORTS LTD.

In context of above captioned subject, Agarwal Naman & Associates, (FRN 033313C) Practicing Chartered Accountants, have examined the relevant records of the Company and information and documents provided by management of the Company for issue Certificate stating compliance with the conditions specified in Regulation 45(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change of name of the Company from AARVEE DENIMS AND EXPORTS LTD to VARVEE GLOBAL LIMITED.

Based on our examination and according to information and explanation given to us and pursuant to the requirement of provision of Regulation 45(1) and (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we do hereby confirm that

a) Time period of at least one year has elapsed from the last name change:

The Company has not changed its name since at least One year

b) At least fifty percent. of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name;

Not applicable since there is no change in the activity/project of the company in the preceding one-year period.

c) The amount invested in the new activity /project is at least fifty percent. of the assets of the listed entity:

Not applicable since there is no change in the activity/project of the company.

AGARWAL NAMAN & ASSOCIATES
FRN : 033313C
ABU ROAD
Chartered Accountants

# AGARWAL NAMAN & ASSOCIATES

(Chartered Accountants)

Office: 21, Agarwal Colony, Aburoad, Sirohi, Raj-307026

- Mob No. 9898438420
- E-mail id – nmn9660@gmail.com


This Certificate is issued at the request of the Company for submission to Stock Exchange(s), where Equity Shares of the Company is listed.

**For, Agarwal Naman & Associates**
**Chartered Accountants**
**FRN: 033313C**

AGARWAL NAMAN & ASSOCIATES
FRN : 033313C
ABU ROAD
Chartered Accountants

**CA Naman Agarwal**
**Proprietor**
**Mem. No. 195468**

**Place - Ahmedabad**
**Date – 23/07/2025**
**UDIN: - 25195468BMJLZP3808**