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CPS SHAPERS LIMITED
(Formerly known as CPS Shapers Private Limited)
CIN: L18109MH2012PLC231749
201-204 2nd Floor Swamini Industrial Estate No.3,
Opp. Varun Industries, Nanal Nagar, Waliv,
Vasai East, Thane 401 208, Maharashtra, India.
Tel: 0250 2451001/2, 3246049 | **Fax:** 0250 2451004.
Email: cs@dermawear.co.in | **Website:** www.cpsshapersltd.com

Date: 21.08.2026

To,

The Manager,
Listing Compliance Department,
National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai 400051

ISIN: **INE0QBU01012**
Symbol: **CPS**

Subject: Notice of the Annual General Meeting

Dear Sir/Ma'am,

The 14th Annual General Meeting ("AGM") of the Company will be held on Saturday, September 26, 2026, at 02:00 P.M. IST through Video Conference ("VC")/Other Audio-Visual Means ("OAVM").

Pursuant to Regulations 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Please find enclosed Notice of AGM for the financial year 2025-26, which is being sent to the Shareholder(s), who have registered their email addresses with the Company/Registrar & Share Transfer Agent ('RTA')/Depository Participant(s) ('DPs'), through electronic mode.

The Notice is also available on the Company's website, https://www.cpsshapersltd.com/notice-of-agm

Kindly take the same on your records.

Thanking you,
Yours Faithfully,

For CPS Shapers Limited
(Formerly known as CPS Shapers Private Limited)

Abhishek Kamal Kumar

Digitally signed by Abhishek Kamal Kumar
DN: c=IN, o=Personal, postalCode=250004, l=Meerut, st=Uttar Pradesh, street=C39 thanamedical, Meerut, Meerut Uttar Pradesh India 250004 Behind Anand Hospital, title=3445, pseudonym=b71d06f55c9679d, 2.5.4.20=fa02ab68de19bea68098a6b50925e31cccc04088284042c74a4f909950d16472, serialNumber=8a835b9bf9c1f8976256bf02427710f8ecf85f55aa59e5084421be8793752362, email=abhishek@dermawear.co.in, cn=Abhishek Kamal Kumar
Date: 2026.08.21 17:47:34 +05'30'

Abhishek Kamal Kumar
Managing Director
DIN: 03513668

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Tel: 0250 2451001/2, 3246049 | **Fax:** 0250 2451004.
Email: cs@dermawear.co.in | **Website:** www.cpsshapersltd.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 14TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CPS SHAPERS LIMITED WILL BE HELD ON SATURDAY, SEPTEMBER 26, 2026 AT 02:00 P.M. THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM) FOR WHICH PURPOSE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 201-204 2ND FLOOR SWAMINI INDUSTRIAL ESTATE NO. 3 OPP VARUN INDUSTRIES, NANAL NAGAR, WALIV VASAI EAST 401 208, THANE, MAHARASHTRA, INDIA, SHALL BE DEEMED AS THE VENUE FOR THE MEETING AND THE PROCEEDINGS OF THE AGM SHALL BE DEEMED TO BE MADE THEREAT, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO. 1: ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Standalone Financial Statements of the company for the financial year ended March 31, 2026, together with the reports of the board of directors and auditors thereon;

ITEM NO. 2: APPOINTMENT OF MRS. BHAWNA KUMAR (DIN: 03587088) AS DIRECTOR LIABLE TO RETIRE BY ROTATION*:*

To appoint a director in place of Mrs. Bhawna Kumar (DIN: 03587088) who retires by rotation and being eligible offers herself for re-appointment

SPECIAL BUSINESS:

ITEM NO. 3: TO CHANGE IN DESIGNATION OF MR. ABHAV K KUMAR (DIN: 10042678) FROM NON-EXECUTIVE DIRECTOR TO EXECUTIVE DIRECTOR AND FIXATION OF REMUNERATION.

To consider and if deemed fit, to pass with or without Modification(s), the following resolution as an **Special resolution:**

"RESOLVED THAT pursuant to the provisions of sections 152, 197 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, the consent of the members of the Company be and is hereby accorded for change in designation of Mr. Abhav K Kumar (DIN: 10042678) from non- executive director to executive director of the company liable to retire by rotation at the remuneration of up to Rs. 13,00,000/- per annum payable to him and shall perform such duties and functions as may be assigned to him by the board from time to time.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said 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 any director of the company or company secretary of the company be and are hereby 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. 4: INCREASE IN MANAGERIAL REMUNERATION OF MR. ABHISHEK KAMAL KUMAR (DIN: 03513668), MANAGING DIRECTOR OF THE COMPANY.

To consider and if deemed fit, to pass with or without Modification(s), the following resolution as an **Special resolution:**

"**RESOLVED THAT** pursuant to the provisions of section 196, 197, 203 of the companies act, 2013 ("the act") read with schedule V and other applicable provisions, if any, of the act and companies (appointment and remuneration to managerial personnel) rules, 2014 (including any statutory modification(s) or reenactment 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 such other rules, laws, regulations, guidelines or notifications as may be applicable and as per the memorandum and articles of association of the company and pursuant to the recommendation of nomination & remuneration committee, the consent of members of the company be and is hereby accorded for payment of remuneration an amount of up to Rs. 65,00,000/- (Rupees Sixty Five Lakhs) per annum and such other allowances as mentioned in the explanatory statement to Mr. Abhishek Kamal Kumar (DIN: 03513668), Managing director, for the period from 21st August 2026 to till the conclusion of his term of office as per shareholders' resolution dated 07th July, 2023.

RESOLVED FURTHER THAT in the event the company does not have profits or the profit of the company is inadequate in any financial year during his tenure as referred above, the amount of salary and perquisites referred above shall be paid as minimum remuneration in terms of schedule V to the companies act, 2013.

RESOLVED FURTHER THAT except as aforesaid, all other existing terms and conditions of appointment of Mr. Abhishek Kamal Kumar passed at Extra Ordinary General Meeting held on 07th July 2023 shall continue to remain in full force and effect.

RESOLVED FURTHER THAT any director of the company or company secretary of the company be and are hereby 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. 5: INCREASE IN MANAGERIAL REMUNERATION OF MRS. BHAWNA KUMAR (DIN: 03587088) WHOLE TIME DIRECTOR OF COMPANY

To consider and if deemed fit, to pass with or without Modification(s), the following resolution as an **Special resolution:**

"**RESOLVED THAT** pursuant to the provisions of section 196, 197, 203 of the companies act, 2013 ("the act") read with schedule V and other applicable provisions, if any, of the act and companies (appointment and remuneration to managerial personnel) rules, 2014 (including any statutory modification(s) or reenactment 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 such other rules, laws, regulations, guidelines or notifications as may be applicable and as per the memorandum and articles of association of the company and pursuant to the recommendation of nomination & remuneration committee, the consent of members of the company be and is hereby accorded for payment of remuneration an amount of up to Rs. 20,00,000/- (Rupees Twenty Lakhs) per annum and such other allowances as mentioned in the explanatory statement to Mrs. Bhawna Kumar (DIN: 03587088) whole time director, for the period from 21st August 2026 to till the conclusion of her term of office as per shareholders' resolution dated 07th July, 2023.

RESOLVED FURTHER THAT in the event the company does not have profits or the profit of the company is inadequate in any financial year during her tenure as referred above, the amount of salary and perquisites referred above shall be paid as minimum remuneration in terms of schedule V to the companies act, 2013.

RESOLVED FURTHER THAT except as aforesaid, all other existing terms and conditions of appointment of Mrs. Bhawna Kumar passed at Extra Ordinary General Meeting held on 07th July 2023 shall continue to remain in full force and effect.

RESOLVED FURTHER THAT any director of the company or company secretary of the company be and are hereby 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."

For CPS Shapers Limited
(Formerly known as CPS Shapers Private Limited)

Sd/-
Servejeet Singh
Company Secretary & Compliance Officer
(Membership No.: A65435)
Add: 201-204 2nd Floor Swamini Industrial Estate
No 3 Opp Varun Industries, Nanal Nagar, Waliv,
Thane, Vasai East, Maharashtra- 401208

Date: 21-08-2026
Place: Vasai

NOTES

1. The Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") had issued various circulars from time to time with respect to conduct of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of Members at a common venue. MCA had also prescribed the procedure and manner of conducting the AGM through VC/OAVM. This 14th AGM is, therefore, being conducted through VC/ OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The proceedings of the AGM deemed to be conducted at the Registered Office of the Company.

2. Since the AGM is being held through VC/OAVM, the physical attendance of members is dispensed with and no proxies would be accepted by the Company pursuant to the relevant MCA Circulars.

3. No attendance slip/route map has been sent along with this Notice as the meeting is being held through VC/OAVM.

4. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM is annexed.

5. Members who will be shareholders as on **Saturday, September 19, 2026** can join the AGM 15 minutes before the commencement of the meeting and until the time of the conclusion of the meeting by following the procedure mentioned in this Notice.

6. Members attending the AGM through VC/OAVM will be counted for reckoning Quorum under Section 103 of the Companies Act, 2013.

7. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the certified Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Scrutinizer at csdeepalikaushik15@gmail.com and Company at cs@dermawear.co.in and read the other instructions given below.

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

9. Members are requested to furnish/update their bank account name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with:

   i. The respective Depository Participants (DP) (in case of the shares held in Electronic Mode) or;
   ii. The Registrar & Share Transfer Agent of the Company (R&T Agent) (in case of the shares held in Physical form).

10. Members holding shares in Demat mode may kindly note that any request for Change in KYC i.e Change of Name, change of address or change of E-mail ID or change in Mobile No. or change in bank particulars/mandates or registration of nomination or any other changes are to be instructed to their Depository Participant only, as the Company or its Registrar & Share Transfer Agent cannot act on any such request received directly from the Members holding shares in Demat mode. However, Members holding shares in physical mode are requested to notify the Registrar & Share Transfer Agent of the Company of any change in their address and e-mail id as soon as possible.

11. Members are requested to contact the Company's Registrar & Share Transfer Agent Bigshare Services Private Limited ("Bigshare") having address at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India; Tel.: (022) 62638222 Email id: investor@bigshareonline.com; Website: www.bigshareonline.com for reply to their queries/redressal of complaints, if any, or contact Mr. Servejeet Singh, Company Secretary of the Company having email id: cs@dermawear.co.in.

12. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. MCA and SEBI have dispensed with the requirement of printing and sending physical copies of the Annual Report and the Notice of the AGM. The Members may note that the Notice calling the AGM along with the Annual Report 2025-26 will also be available on the website of the Company at www.cpsshapersltd.com in Investors & News Section under Annual Report tab. The Notice of the AGM along with Annual Report 2025-26 can also be accessed from the website of the National Stock Exchange of India Limited at www.nseindia.com, respectively and on the website of the Bigshare Services Private Limited i.e. www.bigshareonline.com.

13. The Cut-off date for determining the names of shareholders eligible to get Notice of Annual General Meeting is ***Friday, 21st August, 2026.***

14. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar & Share Transfer Agent for consolidation into single folio.

15. Since, the securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, Members holding shares in physical form are requested to get their shares dematerialized at the earliest.

16. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited ("Bigshare") for assistance in this regard.

17. The Company has appointed Ms. Deepali Kaushik, an Advocate, New Delhi as scrutinizer to scrutinize the voting and the e-voting process in a fair and transparent manner.

18. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which the voting is to be held, allow voting with the assistance of the Scrutinizer, by use of e-voting for all those Members who are present at the AGM through VC/AOVM.

19. The scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting in the presence of at least two witnesses not in the employment of the Company and shall make and submit, within 2 working days of the conclusion of the AGM, 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/her in writing, who shall countersign the same and declare the result of the e-voting within 2 working days of conclusion of the AGM.

20. The Notice of the AGM shall be placed on the website of the Company till the date of AGM. The Results declared, along with the scrutinizer's Report shall be placed on the Company's website www.cpsshapersltd.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Results shall also be immediately forwarded to the Stock Exchange(s) where the shares of the Company are listed.

21. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 and the relevant documents referred to in the accompanying Notice will be made available electronically for inspection by the members of the Company, up to the date of the AGM. Members seeking inspection of such documents can send an email at cs@dermawear.co.in.

22. Questions and queries:

Members seeking any information with regard to accounts or any matter placed at the AGM, are requested to write to the Company on or before **Saturday, September 19, 2026** through email on cs@dermawear.co.in . Please note that members queries/ questions will be responded to only if the Shareholder continues to hold the shares as on the cut-off date i.e. **Saturday, September 19, 2026.**

23. Speaker Registration:

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number to cs@dermawear.co.in by **Saturday, September 19, 2026**. Those Members who have registered themselves as a speaker and have received a confirmation from the Company will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

24. E-voting:

The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. 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, the Secretarial Standard on General Meetings and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means. The said facility of casting the votes by the members using electronic means will be provided by the Bigshare i-Vote E-Voting System.

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 of **Saturday, September 19, 2026** shall be entitled to avail the facility of remote e-voting or e-voting on the day of the AGM. Persons who are not members as on the cut-off date should treat this notice for information purposes only.

25. Instructions for e-voting during the AGM:

The e-voting window shall be activated upon instructions of the Chairman or the duly authorized officers during the AGM proceedings.

Only those Shareholders, who are present in the AGM 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 available during the AGM.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Saturday, September 19, 2026.**, are entitled to vote on the Resolutions set forth in this Notice. Eligible members who have acquired shares after the dispatch of the Annual Report and holding shares as of the cut-off date i.e. **Saturday, September 19, 2026**, may obtain the login ID and password by sending a request at ivote@bigshareonline.com or to the Company at cs@dermawear.co.in .

Members are requested to follow the instructions given in this notice to cast their votes through e-voting.

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Email: cs@dermawear.co.in | **Website:** www.cpsshapersltd.com

The detailed steps on the process and manner for remote e-voting/e-voting at the AGM and to access the VC/OAVM facility at the AGM are as follows:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

i. The voting period begins on **Wednesday, September 23, 2026** at **09:00 A.M.** (IST) and ends on **Friday, September 25, 2026** at **05:00 P.M.** (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Saturday, September 19, 2026**. may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of **SEBI circular** **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** **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.

1. Pursuant to above said SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website 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 i.e. **BIGSHARE**, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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 evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 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 name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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Tel: 0250 2451001/2, 3246049 | **Fax:** 0250 2451004.
Email: cs@dermawear.co.in | **Website:** www.cpsshapersltd.com

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. CDSL and NSDL

Login type	Helpdesk details
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.
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.co.in or call at 022- 48867000.

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com

- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.

- Please enter you '**USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on you register email id.
    - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
    - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
    - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note *If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

  NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.
  (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

<u>Voting method for shareholders on i-Vote E-voting portal:</u>

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. <u>Custodian registration process for i-Vote E-Voting Website:</u>

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.
  NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.
  (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

<u>Voting method for Custodian on i-Vote E-voting portal:</u>

- After successful login, **Bigshare E-voting system** page will appear.

<u>Investor Mapping:</u>

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
  - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
  - Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".
    Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)
  - Your investor is now mapped and you can check the file status on display.

<u>Investor vote File Upload:</u>

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the

screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).

- Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

4. **Procedure for joining the AGM through VC/ OAVM**:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM under the dropdown option.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK"** option.
- Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM are as under:-

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

- Only those members/shareholders, who will be present in the AGM 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 AGM.

- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

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

ITEM NO. 3: TO CHANGE IN DESIGNATION OF MR. ABHAV K KUMAR (DIN: 10042678) FROM NON-EXECUTIVE DIRECTOR TO EXECUTIVE DIRECTOR AND FIXATION OF REMUNERATION.

Mr. Abhav K Kumar (DIN: 10042678) was appointed as non-executive director by the board of directors on March 18, 2023 and later regularize by shareholders in Extra Ordinary General Meeting held on May 23, 2023.

The board of directors of the company, on the recommendation of the nomination and remuneration committee, has approved the change in designation of Mr. Abhav k Kumar (DIN: 10042678) from non-executive director to executive director, subject to the approval of the shareholders at the ensuing Annual General Meeting.

The remuneration proposed for Mr. Abhav k Kumar is up to Rs. 13,00,000/- per annum which is commensurate with the industry and size of the company. Mr. Abhav k Kumar has no pecuniary relationship directly or indirectly with the company.

The board of directors is of the opinion that the above remuneration being payable to Mr. Abhav k Kumar, as executive director of the company, is commensurate with his duties and responsibilities.

Mr. Abhav k Kumar is not disqualified from being appointed as executive director in terms of section 164 of the companies act, 2013, and he shall be liable to retire by rotation in accordance with the provisions of the act and the articles of association of the company.

The board considers that his association as executive director will be beneficial to and in the interest of the company.

Mr. Abhav K Kumar and his relatives may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the company. None of the other directors/key managerial personnel of the company/their relatives, except Mr. Abhishek Kamal Kumar, Ms. Bhawna Kumar and Mr. Rajendra Kumar, are, in any way, concerned or interested financially or otherwise, in the resolution set out at item no. 3 of the notice.

The board recommends the Special resolution as set out at item no. 3 of the notice for approval of the members.

ITEM NO. 4: INCREASE IN MANAGERIAL REMUNERATION OF MR. ABHISHEK KAMAL KUMAR (DIN: 03513668), MANAGING DIRECTOR OF THE COMPANY.

The members of the company had, at the Extra Ordinary General Meeting held on 07th July 2023, approved the appointment of Mr. Abhishek Kamal Kumar (DIN: 03513668), as Managing director of the company for a period of 5 years.

Mr. Abhishek Kamal Kumar has completed his Bachelor's Degree in Computer Applications from Indira Gandhi National Open University in the year 2001. He also holds Advance Certificate in Export Management from Foreign Trade Development Centre. He has also taken formal training under full import clearance procedure and documentation from Reliance Cargo.

Considering his continued leadership, experience and significant contribution to the growth and performance of the company, and based on the recommendation of the nomination and remuneration committee, the board of directors at its meeting held on 21st August 2026 has approved the revision of remuneration to Mr. Abhishek Kamal Kumar amounting up to Rs. 65,00,000/- (Rupees Sixty Five Lakhs only) per annum along with such allowances and perquisites, for the period commencing from 21st August 2026 till the conclusion of his existing term of office as approved by the members.

Terms and conditions including remuneration:

(i) fixed remuneration – up to Rs. 65,00,000/- (Rupees Sixty Five Lakhs) per annum as per company policy, with such increment from time to time as the board/ nomination and remuneration committee of directors may deem fit.

(ii) miscellaneous terms:

a. The Director shall be entitled to reimbursement of expenses as decided by Board of Directors of Company from time to time.

b. No sitting fees will be paid to the managing director & chairman for attending meeting of the board of directors or any committee thereof.

c. His office shall be liable to determination by retirement of directors by rotation.

In the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Abhishek Kamal Kumar, the remuneration proposed to be paid shall be treated as minimum remuneration and shall be payable in accordance with Schedule V to the Act.

Except for the revision/ payment of remuneration as stated above, all other terms and conditions of his appointment, as approved by the members at the Extra Ordinary General Meeting held on 07th July 2023, shall remain unchanged.

The board is of the opinion that the proposed remuneration is reasonable and commensurate with the responsibilities entrusted to Mr. Abhishek Kamal Kumar.

Mr. Abhishek Kamal Kumar and his relatives may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the company. None of the other directors/key managerial personnel of the company/their relatives, except Mr. Abhav K Kumar, Ms. Bhawna Kumar and Mr. Rajendra Kumar, are, in any way, concerned or interested financially or otherwise, in the resolution set out at item no. 4 of the notice.

The board recommends the Special resolution, as set out in the item no. 4 of this notice, for the approval of the members.

ITEM NO. 5: INCREASE IN MANAGERIAL REMUNERATION OF MRS. BHAWNA KUMAR (DIN: 03587088) WHOLE TIME DIRECTOR OF COMPANY

The members of the company had, at the Extra Ordinary General Meeting held on 07th July 2023, approved the appointment of Mrs. Bhawna Kumar (DIN: 03587088) whole time director, of the company for a period of 5 years.

Mrs. Bhawna Kumar has completed Bachelor of Art from CH. Charan Singh University Meerut, in the year 2000 and She has completed Master of Art from CH. Charan Singh University Meerut, in the year 2002.

Considering her continued leadership, experience and significant contribution to the growth and performance of the company, and based on the recommendation of the nomination and remuneration committee, the board of directors at its meeting held on 21st August 2026 has approved the revision of remuneration to Mrs. Bhawna Kumar amounting up to Rs. 20,00,000/- (Rupees Twenty Lakhs) per annum along with such allowances and perquisites, for the period commencing from 21st August 2026 till the conclusion of her existing term of office as approved by the members.

Terms and conditions including remuneration:

(i) fixed remuneration – up to Rs. 20,00,000/- (Rupees Twenty Lakhs) per annum as per company policy, with such increment from time to time as the board/ nomination and remuneration committee of directors may deem fit.

(ii) miscellaneous terms:

a. The Director shall be entitled to reimbursement of expenses as decided by Board of Directors of Company from time to time.

b. No sitting fees will be paid to the Whole-time director for attending meeting of the board of directors or any committee thereof.

c. Her office shall be liable to determination by retirement of directors by rotation.

In the event of absence or inadequacy of profits in any financial year during the tenure of Mrs. Bhawna Kumar, the remuneration proposed to be paid shall be treated as minimum remuneration and shall be payable in accordance with schedule V to the Act.

Except for the revision/ payment of remuneration as stated above, all other terms and conditions of her appointment, as approved by the members at the Extra Ordinary General Meeting held on 07th July 2023, shall remain unchanged.

The board is of the opinion that the proposed remuneration is reasonable and commensurate with the responsibilities entrusted to Mrs. Bhawna Kumar.

Mrs. Bhawna Kumar and her relatives may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the company. None of the other directors/key managerial personnel of the company/their relatives, except Mr. Abhav K Kumar, Ms. Abhishek Kamal Kumar and Mr. Rajendra Kumar, are, in any way, concerned or interested financially or otherwise, in the resolution set out at item no. 5 of the notice.

The board recommends the Special resolution, as set out in the item no. 5 of this notice, for the approval of the members.

CPS SHAPERS LIMITED
(Formerly known as CPS Shapers Private Limited)
CIN: L18109MH2012PLC231749
201-204 2nd Floor Swamini Industrial Estate No.3,
Opp. Varun Industries, Nanal Nagar, Waliv,
Vasai East, Thane 401 208, Maharashtra, India.
Tel: 0250 2451001/2, 3246049 | **Fax:** 0250 2451004.
Email: cs@dermawear.co.in | **Website:** www.cpsshapersltd.com

ANNEXURE TO ITEM NO. 2 & 5 THE NOTICE

Details of Directors seeking Appointment/Re-appointment/ variation in terms of remuneration at the Annual General Meeting
[In pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard-2 on General Meetings]

Name	Mrs. Bhawna Kumar
Designation	Whole Time Director
DIN	03587088
PAN	ATHPK5283B
Date of Birth	26-09-1980
Age	45 years
Date of First Appointment	07-07-2023
Brief Resume	She is expertise in human resource practices and organisational management. As a Whole-time Director, she is involved in the management and administration of the Company's affairs.
Qualifications	Bachelor Art in the year 2000 and Master of Art in the year 2002 from CH. Charan Singh University Meerut
Expertise in specific functional area	14 Year Experience in Human Resource department and currently working as Whole Time Director of the Company.
Terms and Conditions of Appointment/ Re-appointment	Her appointment is liable to retire by rotation
Remuneration Last Drawn (FY2025-26)	Rs. 12 lakhs Per Annum.
Remuneration Proposed to be paid	Rs. 20 lakhs Per Annum.
Details of Listed entities from which he resigned during the last three years	Nil
Chairmanship/Directorship in other Companies	DAYAL HOSIERY PRIVATE LIMITED
Committee Position held in Other Companies	Nil
No. of Board Meetings attended during FY 2025-26	7
Memberships/Chairmanship of Committees	NIL
Relationship with other Directors / Key Managerial Personnel of the Company	Wife of Mr. Abhishek Kamal Kumar, Mother of Mr. Abhav K Kumar and Daughter in Law of Mr. Rajendra Kumar.
No. of shares held in the Company either by self or on a beneficial basis for any other person	1,11,000 Equity Shares
SEBI debarment confirmation	Mrs. Bhawna Kumar has confirmed that She is not debarred from holding the office of Director by virtue of any order of SEBI or any other statutory or regulatory authority

ANNEXURE TO ITEM NO. 3 THE NOTICE

Details of Directors seeking Appointment/Re-appointment/ variation in terms of remuneration at the Annual General Meeting *[In pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard-2 on General Meetings]*

Name	Mr. Abhav K Kumar
Designation	Non-Executive Director
DIN	10042678
PAN	MLRPK3881M
Date of Birth	06-09-2004
Age	21 years
Brief Resume	He is a young business professional with an academic background in Family Business Management. He brings a fresh perspective and new-age business insights to the Company and contributes to discussions relating to business development, growth and strategic initiatives.
Date of First Appointment	18-03-2023
Qualifications	BBA (Hons.) Family Business from Jindal Global Business School, O. P. Jindal Global University (JGU)
Expertise in specific functional area	To provide insights to the new ideas and new age techniques to the Company
Terms and Conditions of Appointment/ Re-appointment	Mr. Abhav K Kumar have been appointed in terms of the provisions of Act and are responsible to undertake the roles and responsibilities prescribed under the provisions of the Act and other laws for the time being in force. In addition, they are also responsible to undertake the roles and responsibilities assigned by the Board from time to time.
Remuneration Last Drawn (FY2025-26)	NIL
Remuneration Proposed to be paid	Rs. 13 lakhs Per Annum.
Details of Listed entities from which he resigned during the last three years	Nil
Chairmanship/Directorship in other Companies	DAYAL HOSIERY PRIVATE LIMITED
Committee Position held in Other Companies	Nil
No. of Board Meetings attended during FY 2025-26	7
Memberships/Chairmanship of Committees	NIL
Relationship with other Directors / Key Managerial Personnel of the Company	Son of Mr. Abhishek Kamal Kumar & Ms. Bhawna Kumar and Grandson of Mr. Rajendra Kumar.
No. of shares held in the Company either by self or on a beneficial basis for any other person	3,000 Equity Shares
SEBI debarment confirmation	Mr. Abhav K Kumar has confirmed that he is not debarred from holding the office of Director by virtue of any order of SEBI or any other statutory or regulatory authority

CPS SHAPERS LIMITED
(Formerly known as CPS Shapers Private Limited)
CIN: L18109MH2012PLC231749
201-204 2nd Floor Swamini Industrial Estate No.3,
Opp. Varun Industries, Nanal Nagar, Waliv,
Vasai East, Thane 401 208, Maharashtra, India.
Tel: 0250 2451001/2, 3246049 | **Fax:** 0250 2451004.
Email: cs@dermawear.co.in | **Website:** www.cpsshapersltd.com

ANNEXURE TO ITEM NO. 4 THE NOTICE

Details of Directors seeking Appointment/Re-appointment/ variation in terms of remuneration at the Annual General Meeting

[In pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard-2 on General Meetings]

Name	Mr. Abhishek Kamal Kumar
Designation	Managing Director
DIN	03513668
PAN	AMGPK7860A
Date of Birth	11-09-1980
Age	45 years
Brief Resume	He has around 18 years of experience in the textile industry and has been associated with the Company since its incorporation. He has been instrumental in the Company's business development and growth and currently serves as the Managing Director.
Date of First Appointment	01-06-2012
Qualifications	1. Bachelor's Degree in Computer Applications from Indira Gandhi National Open University. 2. Advance Certificate in Export Management from Foreign Trade Development Centre.
Expertise in specific functional area	He has around 18 years of experience in the textile industry in which we operate. He has been associated with our Company since incorporation and was re-designated as Chairman and Managing Director w.e.f. July 07, 2023 for a period of 5 years.
Terms and Conditions of Appointment/ Re-appointment	N.A
Remuneration Last Drawn (FY2025-26)	Rs. 48 lakhs Per annum
Remuneration Proposed to be paid	Rs. 65 lakhs Per annum
Details of Listed entities from which he resigned during the last three years	Nil
Chairmanship/Directorship in other Companies	C P & S ORTHOTICS PRIVATE LIMITED
Committee Position held in Other Companies	Nil
No. of Board Meetings attended during the Year	6
Memberships/Chairmanship of Committees	Member of Audit Committee
Relationship with other Directors / Key Managerial Personnel of the Company	Son of Mr. Rajendra Kumar, Husband of Ms. Bhawna Kumar and Father of Mr. Abhav K Kumar.
No. of shares held in the Company either by self or on a beneficial basis for any other person	11,41,380 Equity Shares
SEBI debarment confirmation	Mr. Abhishek Kamal Kumar has confirmed that he is not debarred from holding the office of Director by virtue of any order of SEBI or any other statutory or regulatory authority

For CPS Shapers Limited
(Formerly known as CPS Shapers Private Limited)

Sd/-
Servejeet Singh
Company Secretary & Compliance Officer
(Membership No.: A65435)
Add: 201-204 2nd Floor Swamini Industrial Estate
No 3 Opp Varun Industries, Nanal Nagar, Waliv,
Thane, Vasai East, Maharashtra- 401208

Date: 21-08-2026
Place: Vasai