SHEKHAWATI™
Peaking growth. Scaling success.

Date: 5th November, 2026

To,

The Listing Department **BSE Limited** P. J. Towers, Dalal Street, Mumbai – 400 001 Fax : 02222722037 Email : corp.relations@bseindia.com Scrip Code: 533301	The Listing Department **National Stock Exchange of India Limited** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Fax : 02226598237/38 Email : cmlist@nse.co.in Scrip Symbol: SHEKHAWATI

Sub :Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Please find enclosed the Notice of Postal Ballot ("Notice") together with the Explanatory Statement seeking approval of Members of the Company by way of Special Resolution for 1) Appointment of Mr. Shrey Mukesh Ruia (DIN: 07576509) as a Director and as an Executive Director of the Company and 2) Approval of Material Related Party Transaction(s) with M/s. Vinayak Clothings Private Limited which was sent through electronic mode to the shareholders of the Company, today, i.e. November 05, 2026, whose email ID's are registered with Company/Registrar and Share Transfer Agent/Depository/Depository Participants and whose names appeared in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, October 30, 2026 ("Cut off date") for seeking their approval by way of postal ballot through electronic means only.

In compliance with the provisions of section 108 and 110 of the Companies Act, 2013 read with the rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing e-voting facility to its Members to enable them to cast their votes electronically in respect of the special business as mentioned in the postal ballot notice.

Further, kindly note the schedule of events for Postal Ballot (E -voting) are as under:

Item No.	Particulars	Day, Date and Time
1	Date of Completion of dispatch of Notice (in electronic mode)	Thursday, November 05, 2026
2	E-voting Commencement date and time	Monday, November 09, 2026 at 10.00 a.m. IST
3	E-voting end date and time	Tuesday, December 08, 2026 at 05.00 p.m. IST
4	Voting results and the Scrutinizer's report	on or before Thursday, December 10, 2026

The voting results of the Postal Ballot will be announced within two working days of the conclusion of e-voting. The members can vote on resolutions through remote e-voting facility only. Assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

Soft copy of the said Postal Ballot Notice along with explanatory statement and instructions for e-voting can also be accessed at the Company's website at https://www.shekhawatiind.com, on the websites of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com, and on the website of NSDL at www.evoting.nsdl.com.

Kindly take the above information on record.

Yours faithfully,

For Shekhawati Industries Limited

Meena Ashish Agal
Digitally signed by Meena Ashish Agal
Date: 2026.11.05 13:28:36 +05'30'

Meena Ashish Agal
CFO, Company Secretary & Compliance Officer
ACS – 24196

SHEKHAWATI INDUSTRIES LIMITED
(Formerly Shekhawati Poly-Yarn Limited)
Registered Office :
Express Zone, 'A' Wing, 11th Floor,
Unit No. 1102/1103,
Near Patel Vatika, Off Western Express Highway,
Malad (E), Mumbai-400 097. Maharashtra, India.

CIN : L68200MH1990PLC435549
Phone : +91 22 4450 0790 / 4961 7255
Email : info@shekhawatiind.com
Website : www.shekhawatiind.com

SHEKHAWATI INDUSTRIES LIMITED

CIN: L68200MH1990PLC435549
Registered Office: Express Zone, 'A' Wing, 11th Floor, Unit No. 1102/1103, Near Patel Vatika, Off Western Express Highway, Malad (East), Mumbai – 400 097, Maharashtra
Tel.: +91 22 4450 0790 / 4961 7255 | **E-mail:** info@shekhawatiind.com **| Website:** www.shekhawatiind.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

is hereby given that pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("MCA Circulars"), the SEBI Master Circular No. HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30, 2026 ("SEBI Master Circular") and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the resolutions as set out below are proposed to be passed by the Members of Shekhawati Industries Limited ("the Company") by way of Postal Ballot, only through the remote electronic voting process ("remote e-voting").

The Explanatory Statement pursuant to Sections 102 and 110 of the Act read with the Rules, setting out all material facts relating to the resolutions and the reasons thereof, along with the additional information required under Regulation 36(3) of the SEBI Listing Regulations and SS-2, is annexed to this Postal Ballot Notice ("Notice") and forms part of this Notice.

In compliance with the MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Registrar and Share Transfer Agent of the Company ("RTA") / Depository Participants. Accordingly, physical copies of this Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members. The assent or dissent of the Members on the resolution proposed in this Notice will be taken only through the remote e-voting system. In compliance with Regulation 44 of the SEBI Listing Regulations and Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company has engaged the services of National Securities Depository Limited ("NSDL") for providing the remote e-voting facility to its Members. The instructions for remote e-voting are given in the Notes to this Notice. The Notice is also available on the website of the Company at www.shekhawatiind.com, on the websites of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com, and on the website of NSDL at www.evoting.nsdl.com.

The Board of Directors of the Company ("the Board"), at its meeting held on 21st October, 2026, has appointed Mr. Dipesh U. Gosar, Proprietor of M/s. Dipesh Gosar & Co., Practicing Company Secretaries (Membership No. A23755 and Certificate of Practice No. 26801), as the Scrutinizer for conducting the Postal Ballot process through remote e-voting in a fair and transparent manner, and they have communicated their willingness to be appointed and will be available for the said purpose.

Members are requested to carefully read the instructions given in the Notes and cast their votes (FOR or AGAINST) through remote e-voting not later than 5:00 p.m. (IST) on 8th December, 2026. The remote e-voting facility will be disabled by NSDL immediately thereafter. The remote e-voting period is as under:

Commencement of remote e-voting	10:00 a.m. (IST) on 09-11-2026
End of remote e-voting	5:00 p.m. (IST) on 08-12-2026
Cut-off date for determining eligibility to vote	30-10-2026

The Scrutinizer will submit the report to the Chairman of the Company or any person authorised by him after completion of scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot, along with the Scrutinizer's Report, will be announced within two working days from the conclusion of the remote e-voting, i.e. on or before December 10, 2026, and will be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (collectively, "Stock Exchanges"), where the equity shares of the Company are listed, and will also be displayed on the website of the Company at www.shekhawatiind.com, on the website of NSDL at www.evoting.nsdl.com.

The Members are requested to consider and, if thought fit, pass the following resolutions:

SPECIAL BUSINESS:

ITEM NO. 1: APPOINTMENT OF MR. SHREY MUKESH RUIA (DIN: 07576509) AS A DIRECTOR AND AS AN EXECUTIVE DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulations 17(1C), 17(6)(e) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company ("the Board"), Mr. Shrey Mukesh Ruia (DIN: 07576509), who was appointed as an Additional Director (Executive) of the Company by the Board with effect from September 15, 2026 pursuant to Section 161(1) of the Act and the Articles of Association of the Company, and who is eligible for appointment and has consented to act as a Director of the Company, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Shrey Mukesh Ruia (DIN: 07576509) as an Executive Director of the Company for a period of 5 (five) consecutive years with effect from September 15, 2026 up to September 14, 2031 (both days inclusive), liable to retire by rotation, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice, with an overall remuneration not exceeding ₹1,25,00,000/- (Rupees One Crore Twenty Five Lakhs only) per annum (including perquisites & allowances), with liberty to the Board (which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration, as it may deem fit and as may be agreed to between the Board and Mr. Shrey Mukesh Ruia, within the limits approved by the Members and in accordance with Section 197 read with Schedule V to the Act.

RESOLVED FURTHER THAT where in any financial year falling within a period of three years from the date of appointment of Mr. Shrey Mukesh Ruia as an Executive Director, the Company has no profits or its profits are inadequate, the Company may pay to him the remuneration as set out in the Explanatory Statement as minimum remuneration, by way of salary, perquisites and allowances, pursuant to section 197 of the Act read with Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof).

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI Listing Regulations, approval of the Members be and is hereby accorded for payment of the aforesaid remuneration to Mr. Shrey Mukesh Ruia, being a member of the Promoter Group of the Company, notwithstanding that the annual remuneration payable to him exceeds ₹5 crore or 2.5% of the net profits of the Company, whichever is higher, and / or the aggregate annual remuneration payable to all Executive Directors who are Promoters or members of the Promoter Group exceeds 5% of the net profits of the Company, as calculated under Section 198 of the Act, in any financial year during his tenure, and such approval shall be valid only till the expiry of his term as an Executive Director.

RESOLVED FURTHER THAT the Board and / or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, including filing of the requisite e-forms with the Registrar of Companies and making the necessary disclosures to the Stock Exchanges, as may be considered necessary, proper or expedient to give effect to this resolution."

ITEM NO. 2: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. VINAYAK CLOTHINGS PRIVATE LIMITED: -

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rules framed thereunder under (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, read with SEBI Master Circular dated 30th January, 2026 and the Company's policy on Related Party Transactions and in accordance with the omnibus approval and recommendation of the Audit Committee and recommendation of the Board and such other approvals as may be required, the consent of Shareholders be and is hereby accorded on an omnibus basis to the material related party transaction(s) with M/s. Vinayak Clothings Private Limited ('VCPL'), related party, that may be entered (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) into from the date of Passing of resolution through Postal Ballot till the 36th Annual General Meeting to be held in calendar year 2027 subject to the said period not exceeding one year, which taken together with previous transactions during a financial year may exceed 10% of the Consolidated Turnover of the Company as per the audited financial statements of the Company for the preceding financial year, and which are in the nature as detailed below and that the said contract(s) / arrangement(s) / transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company:

Name of Related parties	**Nature of transaction /contract / arrangement**	**the aggregate annualised amount shall not exceed (₹ in Crore)**
M/s.Vinayak Clothings Private Limited	Lease of property	Upto ₹ 0.50 Crore
	Loan Taken	Upto ₹ 15 Crore
	Purchase of under Construction Properties by VCPL from Company	Upto ₹ 15 Crore
	Purchase of Commercial Office by Company from VCPL	Upto Rs. 15 Crore

RESOLVED FURTHER THAT in accordance with the omnibus approval and recommendation of the Audit Committee and the recommendation of the Board, the approval of members be and is hereby accorded to the transactions to be entered into with Vinayak Clothings Private Limited, whether individually or on an omnibus basis, from the date of approval of resolution through Postal Ballot till the 36th Annual General Meeting to be held in Calendar Year 2027 subject to the said period not exceeding one year, where the need of the related party transaction could not be foreseen and requisite details are not available, provided that value of such transaction does not exceed ₹ 1,00,00,000/- (Rupees One Crore only) per transaction.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to the Audit Committee of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

By Order of the Board of Directors
For Shekhawati Industries Limited

Sd/-
Meena Ashish Agal
Chief Financial Officer, Company Secretary & Compliance Officer
Membership No.: A24196

Place: Mumbai
Date: 21st October, 2026

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Act read with the Rules, setting out all material facts relating to the resolution, and the additional information pursuant to Regulation 36(3) of the SEBI Listing Regulations and Paragraph 1.2.5 of SS-2 in respect of the Director seeking appointment, is annexed hereto.

2. In compliance with the MCA Circulars, this Notice is being sent only by e-mail to all those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Depositories, i.e. NSDL and Central Depository Services (India) Limited ("CDSL"), as on 30th October, 2026 (the "Cut-off Date") and whose e-mail addresses are registered with the Company / RTA / Depository Participants. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

3. Voting rights of the Members shall be reckoned in proportion to the paid-up value of the equity shares registered in their name as on the Cut-off Date. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses) shall be entitled to vote in accordance with the process specified in this Notice.

4. In compliance with Sections 108 and 110 of the Act read with the Rules, Regulation 44 of the SEBI Listing Regulations, the SEBI Master Circular and the MCA Circulars, the Company has engaged NSDL for providing the remote e-voting facility to its Members. In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Once the vote on the resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

5. The remote e-voting period commences at 10:00 a.m. (IST) on 9th November, 2026 and ends at 5:00 p.m. (IST) on 08th December, 2026. The remote e-voting module shall be disabled by NSDL for voting thereafter.

6. The Board has appointed Mr. Dipesh U. Gosar, Proprietor of M/s. Dipesh Gosar & Co., Practicing Company Secretaries (Membership No. A23755; Certificate of Practice No. 26801), as the Scrutinizer for conducting the Postal Ballot process through remote e-voting in a fair and transparent manner.

7. The resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting, i.e. 8th December, 2026, and shall be deemed to have been passed as if it has been passed at a general meeting of the Members.

8. The results of the Postal Ballot, along with the Scrutinizer's Report, will be declared on or before 10th December, 2026 and will be intimated to the Stock Exchanges, placed on the website of the Company at www.shekhawatiind.com and on the website of NSDL at www.evoting.nsdl.com.

9. This Notice is also available on the website of the Company at www.shekhawatiind.com, on the websites of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com, and on the website of NSDL at www.evoting.nsdl.com.

10. All documents referred to in this Notice and the Explanatory Statement, including the terms of appointment of Mr. Shrey Mukesh Ruia as required under Section 190 of the Act, will be available for inspection electronically, without any fee, from the date of dispatch of this Notice up to the last date of remote e-voting. Members seeking to inspect such documents may send a request to info@shekhawatiind.com mentioning their name, DP ID and Client ID / Folio No.

11. Members holding shares in dematerialised form who have not registered / updated their e-mail addresses are requested to register / update the same with their respective Depository Participants. Members holding shares in physical form are requested to register / update their e-mail address, mobile number, PAN, bank details and other KYC details with the RTA by submitting the prescribed Form ISR-1 and other relevant forms, available on the website of the Company and the RTA, in terms of the applicable SEBI circulars.

12. Pursuant to Rule 22(3) of the Rules, an advertisement regarding completion of dispatch of this Notice will be published in one English newspaper and one vernacular (Marathi) newspaper having wide circulation in the district where the Registered Office of the Company is situated, and the same will also be hosted on the website of the Company.

13. In this Notice and the Explanatory Statement, the terms "Member(s)" and "Shareholder(s)" are used interchangeably.

14. The instructions and process for remote e-voting are as under:

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

The way to vote electronically on the 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 for Individual Shareholders holding securities in demat mode

In terms of the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies (since subsumed in the SEBI Master Circular), 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 e-mail ID in their demat accounts in order to access the e-Voting facility.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. For OTP based login, visit https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. Enter your 8-digit DP ID, 8-digit Client ID, PAN, Verification Code and generate OTP. Enter the OTP received on your registered e-mail ID / mobile number and click on login. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on the Company name or e-Voting service provider i.e. NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS users 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" available under the "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 the e-Voting page. Click on the Company name or e-Voting service provider i.e. NSDL and you will be re-directed to the e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, the 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. 4. Visit the e-Voting website of NSDL at https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of the e-Voting system is launched, click on the icon "Login" available under the "Shareholder/Member" section. A new screen will open. Enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on the Company name or e-Voting service provider i.e. NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders / Members can also download the NSDL Mobile App "NSDL Speede" for a seamless voting experience. 

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. The option will be made available to reach the e-Voting page without any further authentication. Users may visit the CDSL website www.cdslindia.com and click on the login icon and the "New System Myeasi" Tab and then use their existing Myeasi username and 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 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. 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. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) logging in 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 the e-Voting facility. Upon logging in, you will be able to see the e-Voting option. Click on the e-Voting option and you will be redirected to the NSDL / CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on the Company name or e-Voting service provider i.e. NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve their User ID / Password are advised to use the "Forgot User ID" and "Forgot Password" options available at the above-mentioned websites.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

B) Login method for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode

How to log-in to the NSDL e-Voting website?

1. Visit the e-Voting website of NSDL by typing the URL https://www.evoting.nsdl.com/ in a web browser, either on a personal computer or on a mobile.

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

3. A new screen will open. Enter your User ID, your Password / OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL e-services using your log-in credentials, click on e-Voting and 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. 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. For example, if your Beneficiary ID is 12********** then your User ID is 12**********
c) For Members holding shares in physical form	EVEN (Electronic Voting Event Number) followed by Folio Number registered with the Company. For example, if the EVEN is [143445] and folio number is 001* then the User ID is 001*.

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

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

   (b) If you are using the 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 it and the system will force you to change your password.

   (c) How to retrieve your "initial password"? (i) If your e-mail ID is registered in your demat account or with the Company, your "initial password" is communicated to you on your e-mail ID. Trace the e-mail sent to you by NSDL and open the attachment, i.e. a .pdf file. The password to open the .pdf file is your 8-digit Client ID for NSDL accounts, the last 8 digits of the Client ID for CDSL accounts, or the Folio Number for shares held in physical form. The .pdf file contains your "User ID" and your "initial password". (ii) If your e-mail ID is not registered, please follow the steps mentioned below under "Process for those Shareholders whose e-mail 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) click on "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 the aforesaid two options, you can send a request at evoting@nsdl.com 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 the check box.

8. Now, click on the "Login" button.

9. After you click on the "Login" button, the home page of e-Voting will open.

Step 2: Cast your vote electronically on the 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 the "EVEN" of the 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 the appropriate option, 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 a 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. Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board Resolution / Authority Letter, etc. with the attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail at info@dipeshgosar.in with a copy marked to evoting@nsdl.com. Institutional Shareholders can also upload their Board Resolution / Power of Attorney / Authority Letter, etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under the "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and to 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.

3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and the e-Voting user manual for Shareholders available in the download section of www.evoting.nsdl.com, or call on 022 - 4886 7000, or send a request to [name of NSDL official] at evoting@nsdl.com.

Process for those Shareholders whose e-mail IDs are not registered with the Depositories / Company, for procuring User ID and Password and registration of e-mail IDs for e-Voting on the resolution set out in this Notice:

1. In case shares are held in physical mode, please provide Folio No., name of the Shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and self-attested scanned copy of Aadhaar card by e-mail to compliance@shekhawatiind.com.

2. In case shares are held in demat mode, please provide DP ID-Client ID (16-digit DP ID + Client ID or 16-digit Beneficiary ID), name, client master or copy of Consolidated Account Statement, self-attested scanned copy of PAN card and self-attested scanned copy of Aadhaar card to info@shekhawatiind.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) above.

3. Alternatively, Shareholders / Members may send a request to evoting@nsdl.com for procuring the User ID and Password for e-Voting by providing the above-mentioned documents.

4. In terms of the SEBI Master Circular, 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 e-mail ID correctly in their demat account in order to access the e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in this Postal Ballot Notice:

Item No. 1: Appointment of Mr. Shrey Mukesh Ruia (DIN: 07576509) as a Director and as an Executive Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company, at its meeting held on September 15, 2026, appointed Mr. Shrey Mukesh Ruia (DIN: 07576509) as an Additional Director (Executive) of the Company under Section 161(1) of the Act and the Articles of Association of the Company and, subject to the approval of the Members, as an Executive Director of the Company for a period of 5 (five) consecutive years with effect from September 15, 2026, liable to retire by rotation.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, a listed entity is required to ensure that approval of the shareholders for the appointment of a person on its Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the approval of the Members is being sought through this Postal Ballot for the appointment of Mr. Shrey Mukesh Ruia within the said period of three months from September 15, 2026.

Mr. Shrey Mukesh Ruia has given his consent to act as a Director in Form DIR-2 pursuant to Section 152(5) of the Act read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and an intimation in Form DIR-8 in terms of Rule 14 of the said Rules confirming that he is not disqualified from being appointed as a Director under Section 164 of the Act. He has also confirmed that he is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other such authority, in terms of BSE circular No. LIST/COMP/14/2018-19 and NSE circular No. NSE/CML/2018/24, both dated June 20, 2018. He satisfies all the conditions set out in Part I of Schedule V to the Act and Section 196(3) of the Act for being eligible for appointment as an Executive Director.

The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Shrey Mukesh Ruia for the office of Director of the Company.

Brief profile: Mr. Shrey Mukesh Ruia is a graduate of Bryant University, USA Major in Entrepreneurship, Concentration in Economics and Minor in Finance. He has more than seven years of experience in managing the operations of a textile manufacturing unit. He is presently leading the diversification of the Company into the real estate and renewable energy sectors.

Rationale: Board after considering his experience in textile manufacturing operations and his role in leading the Company's diversification into real estate and renewable energy, the NRC and the Board are of the view that the appointment of Mr. Shrey Mukesh Ruia as an Executive Director would be in the interest of the Company.

The broad terms and conditions of appointment, including remuneration, of Mr. Shrey Mukesh Ruia, as approved by the Board on the recommendation of the NRC, are as under:

Particulars	**Terms**
Designation	Executive Director, liable to retire by rotation
Tenure	5 (five) consecutive years with effect from September 15, 2026 up to September 14, 2031 (both days inclusive)
Basic Salary	Upto ₹1,00,00,000/- per annum, with annual increments effective April 1 each year as may be decided by the Board on the recommendation of the NRC, within the said scale
Perquisites & Allowances	House rent allowance / rent-free accommodation, medical reimbursement, leave travel concession, club fees, personal accident and medical insurance, car with driver, telephone, and such other perquisites and allowances as per the rules of the Company, up to ₹25,00,000 per annum / i.e. upto 25% of annual salary. Perquisites shall be evaluated as per the Income-tax Act, 2025 and the rules thereunder, wherever applicable; in the absence of any such rule, perquisites shall be evaluated at actual cost.

Particulars	Terms
Retirement benefits	Contribution to provident fund, superannuation or annuity fund (to the extent not taxable under the Income-tax Act, 2025), gratuity as per the rules of the Company, and encashment of leave at the end of the tenure, which shall not be included in the computation of the ceiling on perquisites.
Commission / Performance Incentive	Nil
Overall ceiling	The aggregate remuneration shall not exceed ₹1,25,00,000/- per annum (including perquisites & allowances).
Minimum remuneration	In the event of absence or inadequacy of profits in any financial year during a period of three years from the date of appointment of Mr. Shrey Ruia as the Director, the remuneration as stated above shall be paid as minimum remuneration, pursuant to Section 197 of the Act read with Section II of Part II of Schedule V to the Act.
Reimbursement of expenses	Travelling, entertainment and other expenses actually and properly incurred for the business of the Company shall be reimbursed at actuals and shall not be treated as perquisites.
Sitting fees	He shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof.
Termination	The appointment may be terminated by either party by giving 1 months' notice in writing or such shorter period as may be mutually agreed.

Approval under Regulation 17(6)(e) of the SEBI Listing Regulations: Mr. Shrey Mukesh Ruia is a relative of Mr. Mukesh Ruia, Chairman & Managing Director and Mrs. Kalpana Mukesh Ruia, Executive Director, and forms part of the Promoter Group of the Company. In terms of Regulation 17(6)(e) of the SEBI Listing Regulations, the fees or compensation payable to Executive Directors who are Promoters or members of the Promoter Group require the approval of the shareholders by way of a special resolution if (i) the annual remuneration payable to such Executive Director exceeds ₹5 crore or 2.5% of the net profits of the listed entity, whichever is higher; or (ii) where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5% of the net profits of the listed entity. As the Company has more than one Executive Director from the Promoter / Promoter Group, and the remuneration may exceed the said limits, hence approval of the Members is sought by way of a Special Resolution, which shall be valid only till the expiry of his term.

Approval under Section 197 read with Schedule V: The remuneration proposed may exceed the limit prescribed under Section 197 of the Act read with Schedule V to the Act. Accordingly, approval of the Members by way of a Special Resolution is being sought for payment of proposed remuneration. The proposed remuneration of up to ₹125 lakh per annum is within this limit. The Company has not defaulted in repayment of any debt or interest to any bank, public financial institution, non-convertible debenture holder or secured creditor, The statement containing the information required under Third Proviso to Section II of Part II of Schedule V to the Act is annexed as Annexure B.

The terms set out in this Explanatory Statement may be treated as the written memorandum setting out the terms of appointment of Mr. Shrey Mukesh Ruia under Section 190 of the Act. The additional information in respect of Mr. Shrey Mukesh Ruia pursuant to Regulation 36(3) of the SEBI Listing Regulations and Paragraph 1.2.5 of SS-2 is provided in Annexure A to this Notice.

Memorandum of interest: Mr. Shrey Mukesh Ruia, being the appointee, and Mr. Mukesh Ruia, Chairman & Managing Director and Mrs. Kalpana Mukesh Ruia, Executive Director, being his relatives, and their respective relatives, are deemed to be concerned or interested in the resolution set out at Item No. 1. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

The Board, on the recommendation of the NRC, recommends the Special Resolution set out at Item No. 1 of this Notice for approval of the Members.

Item No.2: Approval of Material Related Party Transaction(s) with M/s. Vinayak Clothings Private Limited

The members may kindly note that as per the provisions of Regulation 23(1) of the Listing Regulations a transaction with a Related Party shall be considered Material if the transaction(s) to be entered into individually or taken together with previous

transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity (since the consolidated turnover of the Company does not exceed INR 20,000 crores).

The aggregate value of transaction(s) with M/s. Vinayak Clothings Private Limited ('VCPL') will exceed the said threshold limit. Hence approval of the shareholders is being sought for the said Material Related Party Transaction(s) with M/s. Vinayak Clothings Private Limited.

In addition to the omnibus approval granted by the Audit Committee under Regulation 23(3) of the Listing Regulations, the Audit Committee had at its meeting held on October 21, 2026 also considered the resolution as set out in Item No. 2 of the Notice of Postal Ballot in relation to the Material Related Party transactions, that the Company shall enter into with M/s. Vinayak Clothings Private Limited from the date of result of Postal Ballot till the 36th Annual General Meeting to be held in Calendar Year 2027 subject to the said period not exceeding one year. A Statement containing all the necessary disclosures, including the information required to be disclosed to the Audit Committee in accordance with the SEBI Master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities last updated on 30th January, 2026 (the Master Circular) read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" issued vide SEBI Circular dated 26th June, 2025 (the RPT Industry Standard) was placed before the Audit Committee. Further, a certificate from the Managing Director and the Chief Financial Officer inter-alia confirming that the terms of RPTs proposed to be entered into are in the interest of the Company was also placed before the Audit Committee. The Audit Committee reviewed the said Statement and the said Certificate and after due consideration approved the Material Related Party transactions to be entered into by the Company with M/s. Vinayak Clothings Private Limited from the date of result of Postal Ballot till the 36th Annual General Meeting to be held in Calendar Year 2027, subject to the said period not exceeding one year(whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) and recommended to the Board of Directors and the Members the resolution as set out in Item No. 2 of the Postal Ballot Notice. The Board of Directors of the Company at its meeting held on October 21, 2026 considered the above and have recommended to the Members for their approval the resolution as set out in Item No. 2 of the Postal Ballot Notice.

The information that was placed before the Audit Committee while seeking its approval and before the Board of Directors while seeking its recommendation to shareholders for the proposed material related party transactions of M/s. Vinayak Clothings Private Limited, at their respective meetings held on October 21, 2026, to the extend applicable, is provided below:

Sr. No.	**Particulars**	**Relevant Disclosures**
A1 - Basic Details of the Related Party		
1	Name of the Related Party	M/s. Vinayak Clothings Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Manufacturing & Trading in Textile
A2 - Relationship and ownership of the related party		
1	Relationship between the Company and Related party including nature of its concern (financial or otherwise)	Entity in which director of the Company & relative of the KMP's is/ are Director/Member. VCPL is also part of the Promoter Group of the Company.
2	Shareholding of the Company, whether direct or indirect, in Related party	NIL
3	Shareholding of Related Party, whether direct or indirect, in the Company	1000 Shares
A3. Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the Company or its subsidiaries with Related Party during the last financial year i.e. financial year ended 31st March 2026	Details are mentioned in "Annexure C" to the Director's Report and Note 39 of Audited Financial Statements of 31st March 2026.
2	Total amount of all the transactions undertaken by the Company or its subsidiaries with Related Party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Nil

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Relevant Disclosures</th></tr>
<tr><td>3</td><td>Default, if any, made by the related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the Company or its subsidiary during the last financial year.</td><td>N.A.</td></tr>
<tr><td colspan="3">A4. Amount of the proposed transaction(s)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval of the shareholders at the Postal Ballot Notice</td><td>
<table>
<tr><th>Sr. No.</th><th>Nature of transaction</th><th>Amount (in Crore)</th></tr>
<tr><td>1</td><td>Lease of Property</td><td>0.50</td></tr>
<tr><td>2</td><td>Loan taken</td><td>15</td></tr>
<tr><td>3</td><td>Purchase of under Construction Properties by VCPL from Company</td><td>15</td></tr>
<tr><td>4</td><td>Purchase of Commercial Office by Company from VCPL</td><td>15</td></tr>
<tr><td></td><td>Total</td><td>45.50</td></tr>
</table>
Further, pursuant to the omnibus approval, transactions where the requirement could not be foreseen and requisite details are not available at the time of seeking approval shall be subject to an overall limit of ₹1 Crore per transaction.
</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the Company’s annual consolidated turnover for the immediately preceding financial year ending 31st March, 2026</td><td>277%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>Not Applicable</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of Related party’s annual consolidated turnover for the immediately preceding financial year i.e. financial year ending 31st March, 2026.</td><td>1723%</td></tr>
<tr><td>6</td><td>Financial performance of Related Party for the immediately preceding financial year i.e. financial year ending 31st March, 2026.</td><td>
<table>
<tr><th>Particulars</th><th>Amount in ₹ (In Crore)</th></tr>
<tr><td>Turnover</td><td>2.65</td></tr>
<tr><td>Profit After Tax</td><td>0.008</td></tr>
<tr><td>Net worth</td><td>13.74</td></tr>
</table>
</td></tr>
<tr><td colspan="3">Note: The financial information of related party included as above is based upon the audited consolidated financial statement of Related Party for the preceding financial year i.e. financial year ending 31st March, 2026. As required under Industry Standards the copies of the audited financial statement of related party or relevant financial extracts therefrom duly certified by the Related Party was made available for review of the Audit Committee.</td></tr>
</table>

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Relevant Disclosures</th></tr>
<tr><td colspan="3">A5. Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>
<table>
<tr><th>Sr. No.</th><th>Nature of transaction</th><th>Amount (in Crore)</th></tr>
<tr><td>1</td><td>Lease of Property</td><td>0.50</td></tr>
<tr><td>2</td><td>Loan taken</td><td>15</td></tr>
<tr><td>3</td><td>Purchase of under Construction Properties by VCPL from Company</td><td>15</td></tr>
<tr><td>4</td><td>Purchase of Commercial Office by Company from VCPL</td><td>15</td></tr>
<tr><td></td><td>Total</td><td>45.50</td></tr>
</table>

Further, pursuant to the omnibus approval, any transaction for which the requirement could not be foreseen and the requisite details are not available at the time of seeking approval shall be permitted up to a maximum value of ₹1 Crore per transaction.
</td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction including material terms and particulars of the proposed transaction.</td><td>The said subcontract/transactions shall be on arm’s length basis and in the ordinary course of business.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction</td><td>The proposed transactions are repetitive in nature and are undertaken in the ordinary course of the Company’s business activities on an ongoing basis.

The Approval of shareholders is for the transactions to be entered into from the date of Result of Postal Ballot upto the date of 36th AGM to be held in the Calendar Year 2027 subject to the period not exceeding one year.</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>The transactions will be undertaken from the date of approval of resolution through Postal Ballot till 36th Annual General Meeting to be held in calendar year 2027, provided the said period not exceeding one year</td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the Company.</td><td>Entering into such transactions ensures optimum utilization of resources and may provide commercial advantages.</td></tr>
<tr><td>7</td><td>Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly.</td><td>Except Mr. Mukesh Ramniranjan Ruia, Chairman & Managing Director, Mrs. Kalpana M. Ruia, Executive Director and Mr. Shrey Mukesh Ruia, Executive Director none of the Directors, KMP are related / interested.</td></tr>
<tr><td>8</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>N.A.</td></tr>
<tr><td>9</td><td>Other information relevant for decision making.</td><td>-</td></tr>
<tr><td colspan="3">B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</td></tr>
<tr><td>1</td><td>Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.</td><td>The Company follows its established commercial and procurement policies for the selection of counterparties for availing services or debt or for purchase/ sale of properties. The pricing and other commercial terms are determined having regard to prevailing market conditions and negotiations conducted on an arm’s length basis in the ordinary course of business.</td></tr>
</table>

Sr. No.	Particulars	Relevant Disclosures
2	Basis of determination of price.	The pricing of the proposed transactions are determined on an arm's length basis, taking into consideration prevailing market rates and the prices at which similar transactions are undertaken by the Company with unrelated parties in the ordinary course of business, wherever applicable.
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	N.A.
	a. Amount of Trade advance	N.A.
	b. Tenure	N.A.
	c. Whether same is self-liquidating?	N.A.
B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1	Source of funds in connection with the proposed transaction	N.A.
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance,	N.A.
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	N.A.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party	N.A.
5	Maturity / due date	N.A.
6	Repayment schedule & terms	N.A.
7	Whether secured or unsecured?	N.A.
8	If secured, the nature of security & security coverage ratio	N.A.
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	N.A.
B(3). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1	Material covenants of the proposed transaction	Business Purpose
2	Interest rate	12%
3	Cost of borrowing	Interest of upto 1.80 Crores per annum
4	Maturity / due date	On Demand with Notice period of 30 Days
5	Repayment schedule & terms	On Demand – Interest Payable Annually within 15 days.
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	N.A.
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	Business Purpose
C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1	Latest credit rating of the related party	N.A.
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default	N.A.
3	In addition, state the following:	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	N.A.

Sr. No.	Particulars	Relevant Disclosures
	b) Whether the related party has been declared a "willful defaulter" by any of its bankers and whether such status is currently subsisting;	N.A.
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	N.A.
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	N.A.
C(2). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	0.06
	b. After transaction	0.75
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	N.A.
	a. Before transaction	N.A.
	b. After transaction	0.60

The Audit Committee and the Board of Directors are of the opinion that the proposed related party transactions with M/s. Vinayak Clothings Private Limited are in ordinary course of business, are transacted at arm's length basis and shall not be detrimental to the interest of minority members and are in the interest of the Company and its members.

In accordance with the SEBI Circulars the approval of the Members of the Company shall be valid upto the date of the 36th AGM subject to maximum period of one year from the date of Result of Postal Ballot Notice. The Company shall seek fresh approval of the Members before the expiry of this approval in case of need.

Based on the information on Related Party Transactions, summarised in this explanatory statement hereinabove, the Audit Committee has granted its approval and the Board of Directors of the Company has considered and recommended for the approval of the Members the proposed related party transactions with M/s. Vinayak Clothings Private Limited.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the resolution at Item No. 2 whether the entity is a related party to the particular transaction or not. Accordingly, no Member of the Company being a Related Party of the Company as per the Listing Regulations, shall vote to approve the said resolution.

None of the Directors except Mr. Mukesh Ramniranjan Ruia, Chairman and Managing Director, Mrs. Kalpana M. Ruia, Executive Director and Mr. Shrey Mukesh Ruia, Executive Director or their relatives are interested or concerned, financially or otherwise, in the Resolution set out at Item No. 2 of the Postal Ballot Notice.

Accordingly, the Board recommends the Resolution as set out at Item No. 2 of this Postal Ballot Notice for approval of the Members as a Special Resolution.

By Order of the Board of Directors
For Shekhawati Industries Limited

Sd/-
Meena Ashish Agal
Chief Financial Officer, Company Secretary & Compliance Officer
Membership No.: A24196

Place: Mumbai
Date: 21st October, 2026

ANNEXURE A

Details of the Director seeking appointment, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Paragraph 1.2.5 of Secretarial Standard-2 on General Meetings

Particulars	**Details**
Name of the Director	Mr. Shrey Mukesh Ruia
Director Identification Number (DIN)	07576509
Date of Birth / Age	25/09/1996 / 30 years
Nationality	Indian
Date of first appointment on the Board	September 15, 2026 (as Additional Director – Executive)
Qualifications	Graduate, Bryant University, USA Major in Entrepreneurship, Concentration in Economics and Minor in Finance
Experience and nature of expertise in specific functional areas	Over seven years of experience in managing the operations of a textile manufacturing unit; presently leading the Company's diversification into real estate and renewable energy.
Terms and conditions of appointment	As set out in the resolution at Item No. 1 of this Notice read with the Explanatory Statement thereto. Liable to retire by rotation.
Remuneration last drawn (FY 2025-26)	Nil
Remuneration proposed to be paid	As set out in the Explanatory Statement up to ₹1,25,00,000/- (Rupees One Crore Twenty-Five Lakhs only) per annum (Including perquisites & allowances)
Relationship with other Directors, Manager and Key Managerial Personnel	son of Mr. Mukesh Ruia, Chairman & Managing Director and Mrs. Kalpana Mukesh Ruia, Executive Director
Number of meetings of the Board attended during FY 2026-27 (since appointment)	3 out of 3
Directorships held in other companies/Designated Partner in LLP's	1. SKI Buildcon Private Limited – Director 2. Vinayak Clothings Private Limited - Director 3. SKI Realtech Private Limited (Formerly known as Advance Wood Processors Private Limited) – Director 4. SKI Realty LLP - Designated Partner 5. Shekhawati New Energy LLP - Designated Partner 6. Shekhawati Financial Services LLP - Designated Partner
Directorships in other listed entities	Nil
Listed entities from which he has resigned in the past three years	Nil
Chairmanship / Membership of Committees of other Boards (Audit and Stakeholders' Relationship Committees)	Nil
Shareholding in the Company (including shareholding as a beneficial owner)	41,00,000 equity shares of ₹10/- each of Shekhawati Industries Limited
Skills and capabilities required for the role and manner in which the proposed person meets such requirements	Not applicable (applicable to Independent Directors only)
Information as required under BSE circular No. LIST/ COMP/14/2018-19 and NSE circular No. NSE/CML/2018/24, both dated June 20, 2018	Mr. Shrey Mukesh Ruia is not debarred from holding the office of Director by virtue of any order of SEBI or any other such authority.

ANNEXURE B

Statement pursuant to Third Proviso to Section II of Part II of Schedule V to the Companies Act, 2013

I. General Information

(1)	Nature of industry	Real Estate Development and Textile yarn manufacturing. At the 35th AGM held on June 17, 2026, the Members approved the addition of renewable energy and agriculture to the main objects of the Memorandum of Association
(2)	Date or expected date of commencement of commercial production	The Company is an existing company and has been in commercial production since 1990
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
(4)	Financial performance based on given indicators (₹ in lakh)	FY 2025-26: Revenue from operations 1,644.82; Total income 1,814.28; Profit before tax 880.55; Profit after tax 880.55; Net worth 2,198.59. FY 2024-25: Revenue from operations 6,063.71; Total income 6,241.42; Profit before tax 628.21; Profit after tax 628.21; Net worth 1,318.59. FY 2023-24: Revenue from operations 7,675; Total income 22,312; Profit before tax 15,405; Profit after tax 15,399; Net worth 727
(5)	Foreign investments or collaborations, if any	Nil

II. Information about the appointee

(1)	Background details	As set out in the Explanatory Statement and Annexure A
(2)	Past remuneration	Nil. He was appointed with effect from September 15, 2026 and drew no remuneration from the Company in FY 2025-26.
(3)	Recognition or awards	None.
(4)	Job profile and his suitability	As Executive Director he oversees the Company's Real Estate business, including the Khandala villa project, and leads its diversification into renewable energy, under the superintendence of the Board. His seven years of experience in managing textile manufacturing operations and his degree in entrepreneurship, economics and finance from Bryant University, USA, suit him for the role.
(5)	Remuneration proposed	As set out in the Explanatory Statement of this Notice
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into account the size of the Company, his responsibilities and his profile, the NRC and the Board consider the proposed remuneration comparable with that of executive directors in companies of similar size in the real estate and textile sectors
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any	Apart from the proposed remuneration and his shareholding, he is a relative(son) of Mr. Mukesh Ruia, Chairman & Managing Director, and Mrs. Kalpana Mukesh Ruia, Executive Director. He holds 41,00,000 equity shares of the Company and is a Director of M/s. Vinayak Clothings Private Limited, with which transactions are proposed at Item No. 2 of this Notice

III. Other information

(1)	Reasons of loss or inadequate profits	The Company incurred losses from FY 2015-16 to FY 2022-23 in its textile yarn business. Although it has earned profits since FY 2023-24, these losses must be set off under Section 198(4)(l) of the Act, so its profits computed under Section 198 are inadequate
(2)	Steps taken or proposed to be taken for improvement	The Company has diversified into real estate, where its Khandala villa project is completed, and has added renewable energy and agriculture to its main objects.
(3)	Expected increase in productivity and profits in measurable terms	Revenue from the sale of villas at the Khandala project and from the new business lines is expected to improve profitability. The increase cannot be quantified reliably at this stage

IV. Disclosures: The information and disclosures of the remuneration package of all Directors have been / will be provided in the Corporate Governance Report forming part of the Annual Report of the Company for the relevant financial year.