

Sumeet INDUSTRIES LIMITED

CIN: L45200GJ1988PLC011049

REGD.OFF.: 504, TRIVIDH CHAMBER, 5TH FLOOR, OPP. FIRE BRIGADE STATION, RING ROAD, SURAT-395002, INDIA
Phone (91-261) 2328902 · E-Mail: corporate@sumeetindustries.com · Visit us at: www.sumeetindustries.com

Date : 05/08/2025

To,
BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, FORT,
Mumbai - 400 001
Scrip Code - 514211

To,
National Stock Exchange of India Ltd
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
Mumbai : 400 051
Symbol - SUMEETINDS

Sub. : Intimation regarding Book Closure, E-Voting and date of Annual General Meeting (AGM)

Dear Sir,

This is to inform that **37th Annual General Meeting (AGM)** of the company will be held on **Saturday, 30th day of August, 2025 at 4:00 P.M.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). Notice of 37th Annual General Meeting of the company is enclosed herewith.

We hereby inform you that the Register of Members of the company will remain closed Sunday 24th August 2025 to Saturday, 30th August, 2025 (both days inclusive) for the purpose of 37th Annual General Meeting of the company.

Further, we are pleased to inform you that the company is offering e-voting facility to the shareholders which would enable them to cast their vote electronically. This facility is being provided through Big share e-voting platform. Please note that the e-voting period starts from Wednesday, 27th August 2025 at 9:00 A.M. IST and ends on Friday, 29th August, 2025 at 5:00 P.M. IST. Further, Shareholders who has not voted during e-voting periods can vote on the date of AGM during the AGM process on the Bigshare E-voting portal (<https://ivote.bigshareonline.com>).

Further, we inform you that, Saturday 23rd August , 2025 is the cut-off date for the purpose of offering E-Voting facility to our members in respect of the businesses to be transacted at the 37th Annual General Meeting.

In compliance with the applicable provisions and Circulars, the Notice of the 37th AGM along with the Annual Report,2024-25 including therein the Audited Financial Statements for the financial year ended on 31st March, 2025 together with the Reports of the Board of Directors and Auditors thereon will be sent only through electronic mode to those Members whose e-mail address are registered with the Depositories.

This is for your information and record please.

For Sumeet Industries Limited (under CIRP)

ANIL KUMAR
SUMERMAL
JAIN

Digitally signed by ANIL KUMAR
SUMERMAL JAIN
DN: c=IN, o=Personal,
postalCode=395017, st=Gujarat,
serialNumber=4EE48EB394883A82A
82824640EE24590C7055FB36E1D28BE
E50F7204E3528E, cn=ANIL KUMAR
SUMERMAL JAIN
Date: 2025.08.05 18:39:48 +05'30'

Anil Kumar Jain
Company Secretary

NOTICE

NOTICE is hereby given that the 37th Annual General Meeting (AGM) of the members of SUMEET INDUSTRIES LIMITED will be held on Saturday, 30th August, 2025 at 04.00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:**1. To receive, consider and adopt ;**

- i) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025 together with the reports of Board of Directors and the Auditors thereon.
- ii) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 together with the report of the Auditors thereon.

2. To appoint a Director , in place of Mr. Radheshyam B Jaju (DIN : 00789902) , who retires by rotation and being eligible, offer himself for re-appointment.

Members are requested to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), Mr. Radheshyam B Jaju (DIN : 00789902), who retires by rotation at this meeting, be and is hereby appointed as an Executive (Whole Time) Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS :**3. TRANSACTIONS WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPANIES ACT,2013**

To consider and if thought fit, to pass the following Resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and pursuant to the provisions of Regulation 23(4) and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time (hereinafter called "SEBI Listing Regulations"), and the Company's policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on 5th August, 2025 and subject to such other approvals, consents, permissions and sanctions of any authorities, as may be necessary, the consent and approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/transactions/contracts with M/s. Vibhuti Synthetics Pvt. Limited (VSPL), a related party of the Company on such terms and conditions as may be agreed between the

Company and VSPL from time to time, for an aggregate amount of up to Rs.50.00 crores entered and or to be entered during financial year 2025-26 & 2026-2027 provided that such contract(s)/arrangement(s)/transaction(s) shall always be carried out at arm's length and in the ordinary course of business of the Company.”

“**RESOLVED FURTHER THAT**, the Board of Directors of the company be and is hereby authorized to determine the actual sums to be involved in the transaction, to increase the value of the transactions up to the limit allowed and to final the terms and conditions including the period of transactions and all other matters arising out of or incidental to the proposed transactions and generally to do all acts deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the aforesaid parties, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.”

4. APPROVAL FOR ALTERATION OF CAPITAL CLAUSE (CLAUSE V) OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY SUBSEQUENT TO SUB-DIVISION OR SPLIT OF EQUITY SHARES .

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any statutory modifications or re-enactments thereof, for the time being in force) and in accordance with the Articles of Association of the Company, and subject to such other approval(s)/ consent(s) as may be required from the concerned Statutory/Regulatory Authority(ies), the approval of the Members of the Company be and is hereby accorded for substituting the existing Clause 5th of the Memorandum of Association of the Company with the following Clause :

5th . The authorized Share Capital of the Company is Rs. 175,00,00,000 (Rupees One Hundred Seventy-Five Crores only) divided in to:

- 1. 57,50,00,000 (Fifty Seven Crores Fifty Lacs) Equity Shares of Rs.2/- (Rupees two only) each.**
- 2. 3,00,00,000 (Three Crores) Optionally Convertible / Redeemable Preference Shares of Rs.10/- (Rupees Ten only) each.**
- 3. 3,00,00,000 (Three Crores) 6% Non-Convertible Redeemable Preference Shares of Rs.10/- (Rupees Ten only) each.**

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) and/or the Chairman and Managing Director and/or any Whole-time Director and/or the Company

Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the above resolution, including but not limited to filing necessary e-forms with the Registrar of Companies and incorporation of amendments/ suggestions/ observations, if any, made by the Registrar of Companies to the extent applicable, and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation/ consequential to this resolution without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

5. SUB-DIVISION (STOCK SPLIT) OF EVERY 1 (ONE) EQUITY SHARE OF FACE VALUE OF RS. 10.00/- EACH INTO 5 (FIVE) EQUITY SHARES OF FACE VALUE OF RS. 2.00/- EACH.

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

“RESOLVED THAT pursuant to the provisions of Sections 61(1)(d),64, and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules framed thereunder and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof from time to time and the provisions of Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the authorities concerned, consent of the members of the Company be and is hereby accorded that equity share of the Company having face value of Rs. 10/- (Rupees Ten only) each fully paid up be and is hereby sub-divided (stock split) into 5 (Five) Equity shares of face value of Rs. 2/- (Rupee Two) each fully paid up and consequently, the Authorized Share Capital (Equity) of the Company shall comprise of **Rs.115,00,00,000 (One Hundred Fifteen Crores) divided into 57,50,00,000 (Fifty Seven Crores Fifteen Lacs) Equity Shares of Rs. 2/- (Rupees Two) each.**

“RESOLVED FURTHER THAT upon sub-division of Equity Shares the members holding the equity shares in dematerialized form, the sub-divided equity shares of Face Value of Re. 2/- (Rupee Two) each shall be credited to the respective beneficiary account of the members with their respective depository participants.”

“RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby severally authorized to fix the record date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and / or incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things, from time to time, as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Company Secretary or Officer(s) of the Company as may be required to give effect to the above resolution.”

6. RATIFICATION OF RE-APPOINTMENT OF COST AUDITOR

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs.40,000/- (Rupees Forty Thousand only) be paid to M/s. V.M. PATEL & ASSOCIATES, (Firm Registration No. 101519), the Cost Auditors, re-appointed by the Board in the meeting held on 24th April, 2025 to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026, be and is hereby ratified.”

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

7. APPROVAL OF RE-CONSTITUTION IN AUTHORISED CAPITAL AND CONSEQUENT ALTERNATION IN THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION .

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**

“RESOLVED THAT pursuant to section 61, 64 and other applicable provisions of the Companies Act, 2013, Authorized Share Capital (Equity) of the company be and is hereby altered and reconstituted in to 72,50,00,000 (Seventy Two Crores Fifty Lacs) Equity Shares of Rs. 2/- (Two) each by cancellation of 3,00,00,000 (Three Crores) 6% Non-Convertible Redeemable Preference Shares of Rs.10/- each, simultaneously creating 15,00,00,000 (Fifteen Crores) Equity Shares of Rs.2/- (Two) each.

Accordingly, new amended Clause 5TH of the Memorandum of Association will be read as below.”

5th . The authorized Share Capital of the Company is Rs. 175,00,00,000 (Rupees One Hundred Seventy-Five Crores only) divided in to:

- 1. 72,50,00,000 (Seventy Two Crores Fifty Lacs) Equity Shares of Rs.2/- (Rupees Two) each.**
- 2. 3,00,00,000 (Three Crores) Optionally Convertible / Redeemable Preference Shares of Rs.10/- (Rupees Ten only) each.**

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) and/or the Chairman and Managing Director and/or any Whole-time Director and/or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / Executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

8. TO RE-APPOINT MR. SAURAV SANTOSH DUGAR (DIN:08937448) AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, MR. Saurav Santosh Dugar (DIN:08937448), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from October 28, 2020 to October 27, 2025 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent , Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years commencing from October 28, 2025 upto October 27, 2030 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

9. APPOINTMENT OF M/s. DHIRREN R. DAVE & CO., PRACTISING COMPANY SECRETARIES (UIN:P1996GJ002900) AS SECRETARIAL AUDITOR AND TO FIX THEIR REMUNERATION.

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time read with provisions of Section 204 of the Companies Act, 2013 &. Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any amendment, modification or variation thereof, M/s. Dhirren R. Dave & Co., Practicing Company Secretaries (UIN:P1996GJ002900) , be and are hereby appointed as Secretarial Auditors of the Company, for a period of five (5) years and to hold office from the conclusion of this 38th Annual General Meeting, to conduct Secretarial Audit, at such remuneration as mentioned in the Explanatory Statement.

“RESOLVED FURTHER THAT the Board of Directors (which term includes a duly constituted Committee of the Board of Directors) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution and / or otherwise considered by them to be in the best interest of the Company.”

The above appointment of M/s. Dhirren R. Dave & Co., Practicing Company Secretaries as Secretarial auditor of the Company is recommended by the Board of Directors.

Registered Office:

504, Trividh Chambers
Opp. Fire Station,
Ring Road, Surat-395 002

By order of the Board of Directors

Sd/-

Place : Surat

Date : 05th August, 2025**Radheshyam B Jaju**
Chairman**NOTES:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), in respect of businesses to be transacted at the Annual General Meeting ("AGM"), as set out under special business above, as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto.
2. Pursuant to the circular number nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 10/2021 dated June 23, 2021, 20/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA Circulars"), and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Since the AGM will be held through VC / OAVM (viz. e-AGM), the Route Map for venue of AGM is not annexed to the Notice. The Deemed Venue of the 37th .AGM of the Company shall be its Registered Office.
5. The attendance of the 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.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorise their representatives to participate and vote at the AGM are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the AGM.
7. The Members can join AGM in the VC/OAVM mode 15 (Fifteen) minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility

of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis.

8. Members desirous of seeking information in respect of Accounts of the Company are requested to send their queries to corporate@sumeetindustries.com on or before Tuesday, 26th August, 2025 before 2.00 P.M.
9. The Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in the electronic mode upto the date of AGM of the Company. Members seeking to inspect such documents can send the e-mail to corporate@sumeetindustries.com.
10. The Register of Members of the Company will remain closed from Sunday, 24th August 2025 to Saturday, 30th August , 2025 (both days inclusive).
11. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through Bigshare i-Vote E-Voting System in respect of the business to be transacted at 37th AGM of the company. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by E-Voting portal (i-vote) by Bigshare Services (P) Ltd. Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off date i.e. Saturday, 23rd August, 2025, may cast their vote either by remote e-voting as well as e-voting system as on date of AGM. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
12. The information with respect to voting process and other instructions regarding e-voting are detailed in Note no. 23.
13. In compliance with the aforesaid MCA Circular dated December 28, 2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Notice of the AGM along with Annual Report (comprising Financial Statements) for the Financial Year 2024-25, is being sent only through electronic mode to those Members whose email address(es) are registered with the Company / Depositories. Members may note that the Notice and Annual Report for Financial Year 2024-25 will also be available on the Company's website www.sumeetindustries.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
14. The Company has appointed Dhirren R. Dave & Co., Company Secretaries (UIN No. P1996GJ002900) as the Scrutinizer to scrutinize the voting during the meeting and remote e-voting process, in a fair and transparent manner.
15. The resolution shall be deemed to be passed on the date of AGM, subject to the receipt of sufficient votes.
16. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to

the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in. The Company has uploaded the information in respect of the unclaimed dividends/Shares on its website www.sumeetindustries.com.

17. In the year 2018-19, the Company has transferred 1296302 equity shares to the demat account of IEPF Authority.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
19. In respect of shares held in demat form; the nomination form may be filed with the respective Depository Participant.
20. With a view to conserve natural resources, we request Members to update and register their email addresses and Mobile Number with their Depository Participants (DPs) or with the Company, as the case may be, to enable the Company to send communications including Annual Report, Notices, Circulars, etc. electronically.
21. Brief resumes of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of board committees, shareholding and relationship among directors inter-se as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India is given hereunder forming part of the Annual Report.
22. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the 37th AGM of the company.
23. Voting process and instruction regarding remote e-voting as follows :
 - i. The voting period begins on Wednesday, 27th August, 2025 at 9:00 A.M. IST and ends on Friday, 29th August, 2025 at 5:00 P.M. IST. During this period shareholders' of the Company, holding shares in dematerialized form, as on the Cut-Off date (Record date) of Saturday, 23/08/2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare Services 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 under:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 or joining virtual meeting & voting during the meeting. 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/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered

	<p>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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 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.nsd.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.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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.</p>

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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

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).

Voting method for shareholders on i-Vote E-voting portal:

- 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. Custodian registration process for i-Vote E-Voting Website:

- 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).

Voting method for Custodian on i-Vote E-voting portal:

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

Investor Mapping:

- 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.

Investor vote File Upload:

- 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.

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.

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**ITEM NO. : 03**

Your Company is engaged in the business of manufacturing of Polyester Chips and Polyester Yarns since around three decades. The company has been taken over by “Eagle Group“ (Successful Resolution Applicant) of the company and accordingly management of the company has been taken over by Promoters of “.Eagle group “.

In line with the above objective and in the best interest of the Company, the present management of the Company has been entering into in the ordinary course of business at arms’ length basis as selling/buying/trading products from below mentioned is a “ Related Pary” within the meaning of Section 2(76) of the Act .

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Regulations) provides for obtaining approval of the Shareholders for entering into material related party transactions as provided therein. Further, in terms of the provisions of Section 188 (1) of the Companies Act, 2013 read with Rules framed thereunder, for entering into related party transactions where the transaction value exceeds the thresholds prescribed, prior approval of the Members by way of Ordinary Resolution is required.

Material Related Party Transaction means transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover / Net-worth of the listed entity as per the last audited financial statements of the listed entity. The Company has provided the Audit Committee with the relevant details, of the proposed RPTs, as required under Listing Regulations, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has unanimously granted approval for entering into the below mentioned MRPTs. The Audit Committee has further noted that the transactions will be at an arms’ length basis and in the ordinary course of business of the Company. Accordingly, basis the approval of the Audit Committee, the Board of Directors recommends the resolutions contained in Item No. 3 of the accompanying Notice to the Members for approval.

The Company proposes to enter into transaction with related parties as provided below, from time to time, at the agreed terms of the transactions between the parties. The brief details of which are provided herein below :

Name(s) of the Related Party	Vibhuti Synthetics Pvt. Limited
Name of Director(s) or KMP who is/are related	Sudha Rajesh Jaju Pratik Rajesh Jaju
Nature of relationship	Buyers, Sellers & Traders
Material terms of the contracts/arrangements/ transactions	Buying , Selling, Transfer or receipt of Products , materials , services or any financial obligations
Period for which shareholders’ approval is sought for the transactions	Up to 31 st March, 2027
Salient terms of the contracts or arrangements or transactions including the value, if any	Rs. 50.00 Crores
The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year	Company’s Annual Turnover (2024-25) : Rs. 1003.37 Cr. Company’s Net Worth (2025-26) Rs. 185.21 Crores % based on the annual consolidated turnover for the year ended 31st March,2025: 4.98% % based on the Net-worth for the year ended 31st March,2025 : 27%

Are the transactions in the ordinary course of business	Yes
Are the transactions on an arm's length basis	Yes
Date(s) of approval by the Audit Committee: Board Meeting:	05.08.2025 05.08.2025
Justification as to why the RPT is in the interest of the company of the company	The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company. Transactions would always be based on the business expediency, on arm's length basis, in ordinary course of business and in the interest of all stakeholders
A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable as the transaction will be entered on the arm-length basis and on the basis of prevailing market price on a competitive basis.
Any other information relevant or important for the members to make a decision on the proposed transactions	None

ITEM NO. : 04 & 05

The Equity shares of your Company are listed and traded on the Bombay Stock Exchange of India Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). With a view to enhance the liquidity in the capital market, to widen shareholder base and to make the shares affordable/ accessible to small/ retail in the Stock Market, the Board of Directors has considered and approved the sub-division (stock split) of one equity share of the Company having a face value of Rs. 10.00 (Ten) each into 5 (Five) Equity shares of face value of Rs. 2.00 (Two) each subject to approval of the members and any other statutory & regulatory approvals, as may be applicable. The proposed sub-division (stock split) of shares will not have any effect/result on the voting percentage/rights of any shareholders of the Company.

For giving effect to the proposed sub-division of equity shares of the Company, it is imperative to first amend the Capital Clause (Clause 5th) of the Memorandum of Association ("MOA") to reflect the revised structure of the Authorized Share Capital post-split. Without this amendment, the revised face value and increased number of shares resulting from the split would not be in conformity with the MOA. Accordingly, the shareholders are first being requested to consider and approve the alteration of the MOA. Once approved, the shareholders are then requested to approve the sub-division (split) of equity shares. The sub-division shall take effect only after the requisite alteration to the MOA is approved and made effective. Thus, while both resolutions are distinct, they are intrinsically linked, and the amendment to the MOA is a necessary precursor for effecting the sub-division.

The Record Date for the aforesaid sub-division of the Equity Shares will be fixed in the due course after approval of the shareholders is obtained for the proposed sub-division (stock split).

In the opinion of the Board, proposed sub-division (stock split) of the equity shares is in the best interest of the investors of the Company and therefore the Board at its meeting held on 5th August, 2025, recommended the aforesaid sub-division (stock split) to the shareholders. Proposed sub-division (stock split) will not have any impact on the amount of Authorized, Subscribed and Paid-up Share capital of the Company on account of sub-division (stock split) of equity shares.

Pursuance to the sub-division/Split will not affect the paid-up capital of the Company, but only increase the number of outstanding shares proportionately while reducing the nominal value per share. Pre and Post Sub-division Capital Structure is given below :-

Type of Capital	Pre Sub-Division/Split				Post Sub-Division Split			
	No. of equity Shares	Face Value	Total Capital	Share	No. of Equity Shares	Face Value	Total Capital	Share
Authorized Capital (Equity)	11,50,00,000	10/-	115,00,00,000/-		57,50,00,000	2/-	115,00,00,000/-	
Issued , Subscribed and Paid Up Share Capital (Equity)	10,52,65,136	10/-	105,26,51,360/-		52,63,25,680	2/-	105,26,51,360/-	

The sub-division (stock split) as aforesaid would require consequential amendments to the existing 5th Clause of the Memorandum of Association of the Company as set out in Item No. 4 & 5 of the Notice respectively. Accordingly, Your Board recommend the Resolution at item nos. 4 & 5 of this Notice, for your approval as Special Resolution.

None of the Directors/Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution(s) as mentioned at item no. 4 & 5 above.

ITEM NO. : 06

As the members are aware, in terms of Section 148 of the Companies Act, 2013 and Rule 3A and Rule 4 of Companies (Cost Records and Audit) Rules, 2014, the Company is required to appoint a Cost Auditor to conduct Audit of the cost records of the Company.

M/s. V.M. PATEL & ASSOCIATES, Cost Auditor (Firm Registration No. 101519) have been appointed as the Cost Auditors of the Company for the Financial Year 2025-26 by the Board in their meeting held on 24.04.2025 and has fixed remuneration of Rs. 40,000/- (Rupees Forty Thousand only) exclusive of applicable Tax/GST and out-of-pocket expenses. In terms of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the proposed remuneration of the Cost Auditors as fixed by the Board is required to be ratified by the members.

None of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested, financially or otherwise, in this Resolution.

ITEM NO. : 07

The company has un-issued Authorised Share Capital in the form of 3,00,00,000 (Three Crores) 6% Non-Convertible Redeemable Preference Shares (NCRPS) of Rs.10/- each consisting of Rs. 30.00 Crores Share Capital.

As the Promoter and Promoter Group (Successful Resolution Applicant) has presently 89.83 % of Equity Shares after allotment of equity shares in pursuance of approved Resolution Plan., So, they have to either divest / or issue new equity shares to investors to the extent of equity shares exceeding the prescribed limit set by the SEBI to bring the Promoter's holding up to 75% in future with in the prescribed time. Hence, it is necessary to re-constitute the Authorised Capital by increasing Authorised Capital Amount in Equity Shares.

Pre and Post Re-Constitution of Authorised Capital Structure is given below :-

Type of Capital	Pre Re-Constitution			Post Re-Constitution			
	No. of Shares	Face Value	Total Share Capital	No. of Shares	Face Value	Total Share Capital	Share Capital
Equity Shares	57,50,00,000	2/-*	115,00,00,000/-	72,50,00,000	2/-	145,00,00,000/-	
6% Non-Convertible redeemable preference Shares	3,00,00,000	10/-	30,00,00,000/-	-	-	-	
OCRPS**	3,00,00,000	10/-	30,00,00,000/-	3,00,00,000	10/-	30,00,00,000/-	

* Face Value of the Equity Shares is being changed by way of creating sub-division/splitting equity shares to Rs. 2/- each per shares as per Resolution No.4 of this notice kept for shareholders approval.

**Optionally Convertible Redeemable Preference Shares

Such reconstitution in the Authorised Share Capital needs approval of the shareholders. Hence necessary resolution no. 7 is placed in the notice for your kind approval. The members are requested to consider and approve the resolutions.

None of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested, financially or otherwise, in this Resolution.

ITEM NO. : 08

MR. Saurav Santosh Dugar (DIN:08937448) is currently an Independent , Non-Executive Director of the Company, Chairman of the Audit Committee , Stakeholders Relationship Committee and Nomination and Remuneration Committee and Member of CSR Committee.

MR. Saurav Santosh Dugar was appointed as an Independent Director of the Company by the Members at the 33rd Annual General Meeting of the Company held on 14th September, 2021 for a period of five (5) consecutive years commencing from October 28, 2020 upto October 27, 2025 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

The Nomination & Remuneration Committee ('NRC'), taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation has recommended to the Board that MR. Saurav Santosh Dugar's qualifications and the rich experience of more than 10 Years in the areas of Finance , Banking , Audit , Strategy & Risk management and Corporate Governance meets the skills and capabilities required for the role of Independent Director of the Company.

Based on the recommendation of the NRC, the Board of Directors at its Meeting held on August 05, 2025, proposed the re-appointment of MR. Saurav Santosh Dugar as an Independent Director of the Company for a second term of five (5) consecutive years commencing from October 28, 2025 upto October 27, 2030 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

The Board is of the opinion that MR. Saurav Santosh Dugar continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

Mr. Saurav Santosh Dugar is a Practicing Chartered Accountant with an overall experience of around 12 Years. He is a Key Partner of the Firm A J S S D & Company, Chartered Accountants based at Surat. He has also Completed Certificate Course on Forensic Accounting and Fraud Detection from ICAI. He has

been conducting Statutory & Tax-audit, Internal- audit of large & medium scale Companies, He has also specialization in Bank Audits, Direct Taxation, Indirect Taxation & Company Law matters.

The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Saurav Santosh Dugar confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Saurav Santosh Dugar has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies

In the opinion of the Board, Mr. Saurav Santosh Dugar fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and is independent of the Management. The terms and conditions of his re-appointment are uploaded on the website of the Company at www.sumeetindustries.com and will also be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Saurav Santosh Dugar as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board commends the Special Resolution set out in Item No. 8 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Saurav Santosh Dugar, are concerned or interested, financially or otherwise, in the resolution set out accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and revised Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice

ITEM NO. : 09

Appointment of M/s. Dhirren R. Dave & Co., Practising Company Secretaries (Firm Registration No.: P1996GJ002900) as Secretarial Auditors of the Company subject to the approval of Equity Shareholders at the ensuing 37th AGM of the Company. for a period of 5 years in compliance with the amended provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide SEBI Notification dated December 12, 2024 read with provisions of Section 204 of the Companies Act, 2013 & Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Term of Appointment: Appointment for a term of 5 (Five) consecutive years from the conclusion of ensuing 37th AGM, subject to the approval of Equity Shareholders at the ensuing 37th AGM of the Company. The proposed fees payable to the Secretarial Auditors in Rs. 60,000/- (Rupees Fifty thousand only) per year plus out of pocket expenses for the first year and for subsequent years, which may be subject to revision if any and as mutually agreed between the Board and the Auditors.

Brief Profile : M/s. Dhirren R. Dave & Co., Company Secretaries in Practice having wide expertise in the legal, secretarial and financial arena. The firm has been created by highly experienced practicing professionals having wide range of domain expertise with an aim of providing its clientele multi-disciplinary, multi-geographic, high quality, legal, financial & secretarial services in a cost effective and simplified manner.

Considering the profile of the firm and practising professionals associated with the firm, it has been recommended to appoint M/s. Dhirren R. Dave & Co as the Secretarial Auditors of the Company. The Board of Directors in its meeting held on April 24,2025 have proposed to approve the appointment.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

Additional information as required under Regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 notified under Section 118 (10) of the Companies Act, 2013 are as under:

Name of the Director	Mr. Radheshyam B. Jaju	Mr. Saurav Santosh Dugar
Category	Executive Director	Independent, Non-Executive Director
DIN	00789902	08937448
Date of Birth & Age	30-04-1955, Age: 69	20-06-1992 , Age : 33
Nationality	Indian	Indian
Date of Appointment on the Board	05-08-20024	28/10/2020
Appointment / Re-Appointment	Appointment	Re- Appointment
Qualifications /Expertise and Experience	B.Com / 35 Years of experience	Practicing Chartered Accountant, Completed Certificate Course on Forensic Accounting and Fraud Detection from ICAI/ Having 12 Years of experience
Experience & Nature of expertise in specific functional areas	Mr. Radheshyam B. Jaju has an experience of more than 40 years spearheaded Eagle Group right from nascent stages. He has been instrumental the driving force behind expansion of business career for the growth of this group. He possesses extensive industry knowledge which has helped in the growth of the group and staggering 35 years of experience in the nylon, spinning, ginning, texturing, weaving etc. segments of textile industry. His key role to look overall marketing, raw material procurement and business networking of group	Mr. Saurav Santosh Dugar is a Practicing Chartered Accountant with an overall experience of around 12 years. He is a Key Partner of the Firm A J S S D & Company, Chartered Accountants based at Surat. He has also Completed Certificate Course on Forensic Accounting and Fraud Detection from ICAI. He has been conducting Statutory & Tax-audit, Internal- audit of large & medium scale Companies. He has specialization in Bank Audits, Direct Taxation, Indirect Taxation & Company Law matters.
Remuneration last drawn	Nil	Nil
Relationship with other Directors & KMP	Mr. Pratik R. Jaju, Director of the Company is Bother' son	Nil

Directorship in other Public Limited companies	Nil	Nil
Chairman/member of the committee of the Board	Nil	3 (Chairman) 1 (Member)
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board along with listed entities from which the person has resigned in the past three years	Nil	Nil
Listed entities in which he has resigned in the past three years	Nil	Nil
Number of Equity Shares held in the company as on March 31, 2025	25,00,000	Nil
Terms and conditions of appointment	As per resolution passed in the last Annual General Meeting held on 30 th September ,2024	As per resolution at item no. 8 of this Notice, read with the Explanatory statement thereto
Number of meetings of the Board attended during the financial year 2024-25	11	11
Details of remuneration to be proposed	As approved by the Nomination & Remuneration Committee / Board from time to time within the overall remuneration as stated in the regulation and approved by the shareholders.	Nil

Registered Office:
504, Trividh Chambers
Opp. Fire Station,
Ring Road, Surat-395 002

By order of the Board of Directors

Sd/-

Radheshyam B Jaju
Chairman

Place: Surat
Date: 05th August ,2025