

03rd July, 2025

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001. Script Code: 532782	National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. C/1, G-Block, Bandra-Kurla Complex, Bandra (E), Mumbai 400 051. Script Code: SUTLEJTEX
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Dear Sirs / Madam,

Sub: Notice of 20th Annual General Meeting of the Company

This is further to our letter dated 30th June, 2025 wherein the Company had informed that the Annual General Meeting (AGM) of the Company is scheduled to be held on Tuesday, 29th July, 2025 through Video Conference / Other Audio-Visual Means, in accordance, with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI).

We are submitting herewith the Notice of AGM for the financial year 2024-25, which is also being sent through electronic mode to the Members.

Further, in terms with Regulation 36(1)(b) of the Listing Regulations, 2015, the Company has issued letters to those Shareholders whose e-mail addresses are not registered with the Company / Depository Participants, providing the web-link from where the AGM Notice and Annual Report can be accessed on the Company's website.

The same is also available on the Company's website at www.sutlejtextiles.com

Thanking you

Yours faithfully
For **Sutlej Textiles and Industries Limited**

Manoj Contractor
Company Secretary and Compliance Officer



SUTLEJ TEXTILES AND INDUSTRIES LIMITED

(CIN: L17124RJ2005PLC020927)

Regd. Office: Pachpahar Road, Bhawanimandi 326 502 (Rajasthan)

Tel. No.: (07433) 222052 / 54 / 82; Email: investor.relations@sutlejtextiles.com

Website: www.sutlejtextiles.com

NOTICE is hereby given that the Twentieth Annual General Meeting of the Members of Sutlej Textiles and Industries Limited will be held on Tuesday, 29th July, 2025 at 3.00 p.m. through Video Conference (VC) or any Other Audio Visual Means (OAVM) to transact the following business:

A. AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company as at 31st March, 2025, together with the Reports of the Auditors and Directors thereon.
2. To receive, consider and adopt the Consolidated Audited Financial Statements of the Company as at 31st March, 2025, together with the Reports of the Auditors thereon.
3. To appoint a Director in place of Mr. Arhant Vikram Nopany (DIN 07863206) who retires by rotation and being eligible, offers himself for re-appointment.

B. AS SPECIAL BUSINESS:

Item no. 4

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 other applicable provisions of the Companies Act, 2013 (the Act) including any statutory modification(s) or re-enactment thereof, for the time being in force, read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, M/s. K. G. Goyal & Associates who have been appointed as the Cost Auditors of the Company and its units, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the appointment of M/s. K. G. Goyal & Associates as Cost Auditors (the Cost Auditor) shall also extend to all such unit/s as may be owned by the Company during the financial year 2025 - 26; and shall be on such remuneration as may be mutually agreed between the Company and the Cost Auditor, subject to the recommendation of the Audit Committee and approved resolution of the Board in this behalf.

RESOLVED FURTHER THAT the Board and / or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and 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”.

Item no. 5

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 204 and other applicable provisions of the Companies Act, 2013 (the Act) including any statutory modification(s) or re-enactment thereof, for the time being in force, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and pursuant to Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment or modification(s) thereof) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. CSM & Co., peer reviewed firm of Company Secretaries in Practice (Firm Registration Number: P2025RJ105300), be and are hereby appointed as Secretarial Auditors of the Company, for a term of 5 (five) consecutive years commencing from the financial year 2025-26 to hold office from the conclusion of this Annual General Meeting (AGM) of the Company till the conclusion of 25th AGM of the Company to be held in the year 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to fix the remuneration payable to the Secretarial Auditors of the Company, from time to time including the actual travelling and out of pocket expenses incurred in connection with the audit, in addition to taxes as applicable, during the appointed period.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the

Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities / scope of work of the Secretarial Auditors, negotiating, finalizing, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company.”

Item no. 6

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. C. S. Nopany (DIN 00014587) as the Managing Director designated as Executive Chairman of the Company for a period of 3 (three) years with effect from 01st August, 2025, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (the Board) and on a remuneration and such other terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to alter and / or vary the terms and conditions of the said appointment and / or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. C. S. Nopany, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of appointment, as may be agreed to between the Board and Mr. C. S. Nopany which shall be in accordance with the provisions of Schedule V and other applicable provisions of the Act and prescribed rules made thereunder, for the time being in force, subject to necessary sanctions and approvals, if any.

RESOLVED FURTHER THAT the Board of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”

By order of the Board
For Sutlej Textiles and Industries Limited

Manoj Contractor
Company Secretary and Compliance Officer
Membership No. A11661

Place: Mumbai
Date: 11th June, 2025

NOTES FOR MEMBERS' ATTENTION

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) relating to the special business to be transacted at the 20th Annual General Meeting (AGM) as set out in the Notice, is annexed hereto. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations, 2015) and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of the Director retiring by rotation and seeking re-appointment, as well as the appointment / re-appointment of Director at this AGM, is furnished as Annexure to this Notice.
2. The Ministry of Corporate Affairs (MCA) in continuation to previous Circulars has further extended the relaxation for convening the AGM through Video Conference (VC) / Other Audio Visual Means (OAVM) vide Circular dated 19th September, 2024. The Securities and Exchange Board of India (SEBI) has also extended the same relaxation vide its Circular dated 3rd October, 2024 (collectively referred to as "said Circulars"). In view of this, the 20th AGM is being conducted through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. National Securities Depositories Limited (NSDL) will be providing the facility for voting through remote e-Voting, for participation in the AGM through VC / OAVM facility and e-Voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained in note no. 13 below and is also available on the website of the Company at www.sutlejtextiles.com.
3. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, in terms of the provisions of Sections 112 and 113 of the Act read with the said Circulars, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC / OAVM on their behalf and participate thereat, including casting votes by electronic means.
4. The Annual Report including Notice of the 20th AGM of the Company *inter alia* indicating the process and manner for e-Voting is being sent only by email, to all the Members whose email IDs are registered with the Company / Depository Participant(s) (DPs) for communication purposes and to all other persons so entitled. Further, in terms of the applicable provisions of the Act, Listing Regulations, 2015 read with the said Circulars issued by MCA and SEBI, the Annual Report including Notice of the 20th AGM of the Company will also be available on the website of the Company at www.sutlejtextiles.com. The same can also be accessed from 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 i.e. www.evoting.nsdl.com
5. Further, the Company has sent / will be sending a letter via post / courier providing the web-link, including the exact path, where complete details of the Annual Report and Notice of the AGM is available to those shareholder(s) who have not so registered their email IDs with the Company / DPs.
6. Members are requested to send all their documents and communications pertaining to shares to **MUFG Intime India Pvt. Ltd. (formerly known as Link Intime India Pvt. Ltd.)**, Registrar and Share Transfer Agent (RTA) of the Company at their address at C-101, Embassy 247, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra 400 083, Telephone No. (+91) 8108116767, rnt.helpdesk@in.mpms.mufg.com, for both physical and demat segment of equity shares. Please quote on all such correspondence - "Unit - Sutlej Textiles and Industries Limited".
7. **'SWAYAM' - Investor Self-Service Portal**
The RTA of the Company has launched 'SWAYAM', Investor Self-Service Portal, designed exclusively for the Members serviced by the RTA of the Company.
'SWAYAM' is a secure, user-friendly platform that empowers Members to effortlessly access information through a dashboard and avail various services in digital mode. Following are the key features and benefits of 'SWAYAM' Portal:
 - Updated status on electronic holdings across various companies serviced by the RTA and its subsidiaries.
 - Tracking of corporate actions.
 - Generate and track service requests / complaints raised on this portal.
 - Members holding shares in physical form can register on the said Portal only after updating their KYC details in their folio.The Members can visit and access the 'SWAYAM' Portal at <https://swayam.in.mpms.mufg.com/>.
8. As per the provisions of Section 72 of the Act, facility for making nomination is available to Individuals holding shares of the Company. Members holding shares in physical form who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members may download the Nomination Form from the Company's website under the weblink at <https://www.sutlejtextiles.com/pdf/ISR/FORM-SH-13-Nomination%20Form.pdf>

Members holding shares in demat mode should file their nomination with their DPs for availing this facility.

9. In accordance with SEBI master circular dated 7th May, 2024, the Company has sent / will be sending out intimations to those Members, holding shares in physical form, whose PAN, KYC and / or Nomination details are not updated with a request to update the details. Members are advised to update / submit the requisite information.
10. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated listed companies to issue securities only in demat form while processing service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website under the weblink at <https://www.sutlejtextiles.com/pdf/ISR/FORM-ISR-4-Request%20for%20Issue%20of%20Duplicate%20Certificate.pdf>

Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat / electronic form to get inherent benefits of dematerialization and also considering that physical transfer of equity shares / issuance of equity shares in physical form have been disallowed by SEBI.

11. Members are requested:

- a) To quote their folio number / DP ID and Client ID in all correspondence.
 - b) To notify immediately change of their address and bank particulars to the RTA in case the shares are held in physical form; and in case the shares are held in dematerialized form, the information should be passed on directly to their respective DP and not to the Company / RTA, without any delay.
12. SEBI vide circular nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023 (updated as on 20th December, 2023) and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 04th August, 2023 read with master circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 11th August, 2023, had issued guidelines towards an additional mechanism for Members to resolve their grievances by way of Online Dispute Resolution (ODR) through a common ODR portal. Pursuant to above mentioned circulars, post exhausting the option to resolve their grievance with the Company / its RTA directly and through existing SCORES platform, the Members can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through our website at <https://www.sutlejtextiles.com/>. Members can access the SEBI Circulars on the website of SEBI at <https://www.sebi.gov.in/> and the same are also available on the website of the Company at <https://www.sutlejtextiles.com>.

13. PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM

- I. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under Members login by using the remote e-Voting credentials. The link for VC / OAVM will be available in Members login where the EVEN of the Company will be displayed. Please note that Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice. Further, Members can also use the OTP based login for logging into the e-Voting system of NSDL.
- II. For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM and the window for login shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 Members on 'first come first serve' basis. This will not include large Members (i.e. Members holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.
- III. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- IV. The attendance of Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- V. Members seeking any information with regard to accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 21st July, 2025, by 5.00 p.m. through email on investor.relations@sutlejtextiles.com. The same will be replied by / on behalf of the Company suitably. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

14. The instructions and other information relating to voting through electronic means is given hereunder:

VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations, 2015 (as amended), the Company is pleased to provide Members with the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting. The Company has engaged the services of National Securities Depository Limited (NSDL), who will provide the e-Voting facility of casting votes to a Member using remote e-Voting system (e-Voting from a place other than venue of the AGM) (remote e-Voting) as well as e-Voting during the proceeding of the AGM (e-Voting at the AGM).
- II. Members who have cast their vote by remote e-Voting prior to the AGM can also attend the AGM but shall not be entitled to cast their vote again. Only those Members, who will be present at the AGM through VC / OAVM facility and who would not have cast their vote by remote e-Voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
- III. The remote e-Voting period commences on 25th July, 2025 (9:00 am) and ends on 28th July, 2025 (5:00 pm). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd July, 2025, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
- IV. The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated 09th December, 2020 on e-Voting facility provided by listed companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id / mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under IDeAS section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. 3. If you are 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

Type of Members	Login Method
	<p>4. 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 held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p> <p>5. Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
Individual Members holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users logging through Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and select My Easi New Tab and then use your existing My Easi username and password.</p> <p>2. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there are 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.</p> <p>3. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com. Users may click on login and then select My Easi New Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile number and Email Id as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and will also be able to directly access the system of all e-Voting service providers.</p>
Individual Members (holding securities in demat mode) login through their Depository Participants	<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. Upon 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p>

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

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

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

B) Login Method for e-Voting and joining virtual meeting for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders / Member' section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL 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 after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for Members other than Individual Members are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below **in process for those Members whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details / Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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 on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system

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

General Guidelines for Members

1. Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board Resolution / Authority Letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cschouhanr007@gmail.com with a copy marked to evoting@nsdl.com. Institutional Members (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter, etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details / Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

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

1. In case shares are held in physical mode, Members are requested to provide duly filled and signed Form ISR 1 alongwith self-attested copy of the PAN card and self-attested copy of any document (eg. Aadhaar Card, Driving License, Voter Identity Card, Passport) in support of the address of the Member, to MUFG Intime India Private Limited, C-101, Embassy 247, Lal Bahadur Shastri Marg, Vikhroli (W), Mumbai - 400 083, Contact No. (+91) 810 811 6767.
2. In case shares are held in demat mode, Members are requested to register / update their email addresses with the relevant Depository Participants (DP). If you are an Individual Member holding securities in demat mode, you

are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode. Alternatively, Members may send a request to evoting@nsdl.com for procuring User ID and Password for e-Voting by providing above mentioned documents.

3. In terms of SEBI circular dated 09th December, 2020 on e-Voting facility provided by listed companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. As mentioned hereinabove, only those Members, who will be present at the AGM through VC / OAVM facility and who would not have cast their vote by remote e-Voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM and their presence shall be counted for the purpose of quorum, however such Members shall not be entitled to cast their vote again at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

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

1. Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC / OAVM link" placed under "**Join meeting**" menu against Company name. You are requested to click on VC / OAVM link placed under "**Join Meeting**" menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions with respect to the agenda items of the meeting will be required to register themselves as speaker by sending e-mail to investor.relations@sutlejtextiles.com from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number.

Only those Members who have registered themselves as speaker by 5.00 p.m. on 21st July, 2025 will be able to speak at the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time, for smooth conduct of the AGM.

Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance within the aforesaid time period.

- V. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of 22nd July, 2025.
- VI. Any person, who acquires shares of the Company and becomes Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as e-Voting at the AGM.
- VII. Mr. Rajendra Chouhan of M/s. CSM & Co., Practising Company Secretaries has been appointed as the Scrutinizer to scrutinize the entire e-Voting process in a fair and transparent manner.
- VIII. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the

Chairman after completion of the scrutiny of e-Voting (votes cast during the AGM and votes cast through remote e-Voting), not later than two working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges, NSDL and will also be displayed on the Company's website at www.sutlejtextiles.com

IX. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, shall be available for electronic inspection by Members during the AGM. All documents referred to in the Notice shall also be available for electronic inspection. Members seeking to inspect such documents can send an email to investor.relations@sutlejtextiles.com.

- Pursuant to provisions of Section 124(5) of the Act, dividends which remain unclaimed / un-encashed for a period of 7 years is required to be transferred to the Investor Education and Protection Fund of the Central Government established under sub-section (1) of Section 125 of the Act. Therefore, Members who have not encashed their dividend for the financial year 2017-18 to 2022-23 should lodge their request for the same with the RTA or the Company. The IEPF Rules mandate the companies to transfer the shares of Members whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. In accordance with the aforesaid IEPF Rules, the Company after sending notices to all the Members whose shares were due to be transferred to the IEPF Authority and after publishing newspaper advertisement, have transferred the shares pertaining to those Members who had not encashed their dividends for seven consecutive years to the IEPF Authority. The list of Members whose shares have been transferred to the IEPF Authority is available on the website of the Company at www.sutlejtextiles.com. **Hence, the Company urges all the Members to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on 31st March, 2025 are available on the website of the Company www.sutlejtextiles.com**

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

The following statement sets out all material facts relating to Item nos. 4 to 6 mentioned in the accompanying Notice.

Item no. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. K. G. Goyal and Associates, Cost Accountants, (Registration No. FRN-000024), as the Cost Auditors of the Company to conduct the audit of the cost records of the Company's units (a) Rajasthan Textile Mills, Bhawanimandi (Raj.); (b) Chenab Textile Mills, Kathua (J&K); (c) Birla Textile Mills, Baddi, (H.P.); (d) Damanganga Home Textiles, Bhilad, (Guj.); (e) Damanganga Process, Bhilad, (Guj.) and (f) Sulej Green Fibre (also known as Birla Textile Mills Unit II) and any other unit of the Company which may be required to undertake cost audit for the financial year 2025 - 26, at a fee of Rs. 2,25,000/- (Rupees Two Lakhs Twenty Five Thousand only) subject to deduction of tax at source plus Goods and Services Tax, etc., as applicable, apart from certification fees and other out of pocket expenses, as remuneration for cost audit services for the financial year 2025 - 26.

The appointment of M/s. K. G. Goyal & Associates as Cost Auditors shall also extend to all such applicable unit/s as may be owned by the Company during the said financial year; and shall be on such remuneration as may be mutually agreed upon, subject to the recommendation of the Audit Committee of the Board and endorsed / ratified by the resolution of the Members in this behalf.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for approval of item no. 4 set out in the accompanying Notice by way of an ordinary resolution. The Board recommends the ordinary resolution for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, in the resolution set out at item no. 4 of the Notice.

Item no. 5

The Securities and Exchange Board of India has amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (Listing Regulations, 2015) whereby listed companies are required to seek the approval of its Members for the appointment of Secretarial Auditor(s). The Secretarial Auditor(s) so appointed shall continue to hold office for a minimum period of 5 (five) consecutive years.

A listed company can appoint an individual Company Secretary in Practice as its Secretarial Auditor for only 1 term of 5 consecutive years and for 2 terms of 5 consecutive years in case of Secretarial Audit Firms subject to such stipulations as may be prescribed.

In view of the above, the Board of Directors of your Company, on the recommendation of the Audit Committee and after considering the profile, experience and specialization, have recommended the appointment of M/s. CSM & Co., peer reviewed firm of Company Secretaries in Practice (Firm Registration Number: P2025RJ105300) as the Secretarial Auditors for a period of 5 (five) consecutive years commencing from F. Y. 2025 - 26 to hold office from conclusion of the ensuing Annual General Meeting (AGM) till conclusion of the 25th AGM of the Company to be held in 2030.

M/s. CSM & Co. have given their consent to act as Secretarial Auditors of the Company and confirmed that their appointment (if made) would be within the prescribed limits under the Companies Act, 2013 (the Act) and Rules made thereunder and Listing Regulations, 2015. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of the provisions of the Act, Rules made thereunder and Listing Regulations, 2015.

Disclosure under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Terms of appointment	From the conclusion of this AGM till the conclusion of the 25 th AGM of the Company to conduct the Secretarial Audit of the Company from FY: 2025 - 26 to 2029 - 30.
Proposed secretarial audit fee payable to auditors	Rs. 90,000/- (Rupees Ninety Thousand only) plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial Audit for F.Y. 2025 - 26 and such fee as may be determined by the Board of Directors of the Company or any Committee of the Board of Directors for subsequent year(s).
Material change in fee payable	There is no material change in the fees payable to M/s. CSM & Co.

Basis of recommendation and auditor credentials	<p>The recommendations are based on the fulfilment of the eligibility criteria and qualification prescribed under the Act, Rules made thereunder and Listing Regulations, 2015 with regard to experience of the partners, secretarial audits undertaken, capability, independent assessment, audit experience and evaluation of the quality of audit done in the past.</p> <p>Brief Profile of Secretarial Auditors</p> <p>M/s. CSM & Co. is a peer-reviewed, professionally managed partnership firm of Company Secretaries registered with the Institute of Company Secretaries of India. Their service offerings include corporate legal advisory, secretarial audits, governance, FEMA and SEBI compliance, amongst others.</p>
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None of the Directors / or the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 5 of the Notice.

The Board recommends the ordinary resolution set out at Item No. 5 of the Notice for approval by the Members.

Item no. 6

Mr. C. S. Nopany is currently appointed as the Wholetime Director designated as Executive Chairman of the Company. Your Company has consolidated its position in the yarn market and also expanded its operations under the able Chairmanship of Mr. C. S. Nopany.

The Board at its meeting held on 11th June, 2025 on the recommendation of the Nomination and Remuneration Committee has appointed Mr. C. S. Nopany as the Managing Director, designated as Executive Chairman of the Company for a period of 3 (three) years with effect from 01st August, 2025 to 31st July, 2028 subject to the approval of the Members of the Company on the following terms and conditions:

i)	Salary	Rs. 25,00,000/- (Rupees Twenty Five Lakhs only) per month.
ii)	Commission	The Executive Chairman shall also be entitled to a variable commission related to the net profit of the Company, subject to the condition that the aggregate of the salary, perquisites, and commission shall be the amount maximum permitted under Section 197 and Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof).
iii)	House	The Company shall provide free furnished accommodation and also pay all rents, rates, taxes, electricity, fuel charges, water charges and all other expenses for the upkeep and maintenance thereof.
iv)	Medical Reimbursement	Reimbursement of expenses incurred by the Executive Chairman for self and his family, subject to a ceiling of one months' salary in a year or three months' salary over a period of three years.
v)	Leave	Leave with full pay including encashment of un-availed earned leave at the end of the tenure of the Executive Chairman as per the rules of the Company.
vi)	Leave Travel Concession	For the Executive Chairman and his family once in a year in accordance with the rules of the Company.
vii)	Entertainment, Traveling and Other Expenses	Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company.
viii)	Club Fees	Subject to a maximum of two clubs.
ix)	Car & Telephone	<p>The Company shall provide a car with driver and telephone at the residence of the Executive Chairman. Provision of car for use on the Company's business and telephone will not be considered as perquisites.</p> <p>Personal long-distance calls and use of car for private purposes shall, however, be paid for by the Executive Chairman.</p>
x)	Minimum Remuneration	In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall remunerate the Executive Chairman by way of salary, perquisites, allowances and commission as specified above, exceeding the limits as stipulated in Schedule V of the Act (including any statutory modification or re-enactment thereof, for the time being in force) pursuant to the provisions of Schedule V of the Act.

xi)	Retirement by Rotation	Shri C. S. Nopany shall not be liable to retire by rotation as a Director, as per the provisions of Section 152 of the Companies Act, 2013.
xii)	Period of Appointment	The term of appointment will be effective for a period of three years from the date of his appointment.
xiii)	Other Terms and Conditions	<p>1. Subject to provisions of Section 197 of the Act, (including any statutory modification or re-enactment thereof, for the time being in force) the Board of Directors of the Company may alter / vary the terms and conditions of the said appointment from time to time, at its discretion. Such alteration or variation, in terms however, shall be in compliance with the applicable provisions of the Act.</p> <p>2. Shri C. S. Nopany shall be paid sitting fees and applicable allowances for attending the meetings of the Board of Directors or any Committee thereof.</p>

Mr. C. S. Nopany, satisfies all the conditions as set out in Part I of Schedule V referred to in Section 196 of the Companies Act, 2013 for being eligible to be appointed as Managing Director designated as Executive Chairman of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Disclosure under Regulation 36(3) of the Listing Regulations, 2015 is set out in Annexure I to the Explanatory Statement. Disclosure required under Schedule V to the Companies Act, 2013 is given in Annexure II to this Notice.

In the opinion of the Board, the appointment of Mr. C. S. Nopany as Managing Director designated as Executive Chairman is in the best interest of the Company and accordingly, your Directors recommend the special resolution set out at item no. 6 for approval of the Members.

Save and except Mr. C. S. Nopany, Mr. Arhant Vikram Nopany and their relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, in the resolution set out at item no. 6 of the Notice.

Annexure I

PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATIONS, 2015 WITH THE STOCK EXCHANGES, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

Particulars	Mr. C. S. Nopany	Mr. Arhant Vikram Nopany
DIN No.	00014587	07863206
Designation	Managing Director designated as Executive Chairman	Director
Age	59 years	25 years
Date of appointment	01 st June, 2006	09 th May, 2024
Qualification	Chartered Accountant Master's Degree in Science of Industrial Administration from Carnegie Mellon University, Pittsburg, USA.	B.B.A. from Purdue University, USA.
Expertise in specific functional areas	Mr. C. S. Nopany is an eminent industrialist having industrial experience of over 34 years in diverse fields like finance, sugar, tea, shipping, textiles, fertilizers, chemicals, etc. He was the past president of Indian Chamber of Commerce.	Accounting, Entrepreneurship & Innovation
Directorships held in other public companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Chambal Fertilizers & Chemicals Limited 2. Avadh Sugar & Energy Limited 3. Magadh Sugar & Energy Limited 4. SIL Investments Limited 5. New India Retailing & Investment Limited 6. Morton Foods Limited 7. Yashovardhan Investment & Trading Company Limited 8. Ronson Traders Limited 	<ol style="list-style-type: none"> 1. Yashovardhan Investment & Trading Company Limited

Listed entities from which the Director has resigned in the past three years	None	None
Memberships / Chairmanships of Committees of other Indian public companies	<p>Stakeholders Relationship Committee: SIL Investments Limited - Chairman</p> <p>Nomination & Remuneration Committee: Chambal Fertilizers & Chemicals Limited - Member</p> <p>Corporate Social Responsibility Committee:</p> <ol style="list-style-type: none"> Chambal Fertilizers & Chemicals Limited - Chairman Magadh Sugar & Energy Limited - Chairman SIL Investments Limited - Chairman 	<p>Audit Committee: Yashovardhan Investment & Trading Company Limited - Member</p> <p>Risk Management Committee: Yashovardhan Investment & Trading Company Limited - Member</p> <p>Nomination and Remuneration Committee: Yashovardhan Investment & Trading Company Limited - Member</p> <p>Asset Liability Management Committee: Yashovardhan Investment & Trading Company Limited - Member</p>
Number of Shares held in the Company	1,10,000	Nil
Inter-se relationships between Directors	Mr. C. S. Nopany is the father of Mr. Arhant Vikram Nopany.	Mr. Arhant Vikram Nopany is the son of Mr. C. S. Nopany.
No. of Board Meetings attended during the financial year 2024 - 25	6	5
Details of remuneration last drawn from the Company (Rs.)	Rs. 3,00,00,000/- (excluding sitting fees)	Nil
Terms and Conditions of appointment / re-appointment	Mr. C. S. Nopany is proposed to be appointed as the Managing Director designated as Executive Chairman of the Company for a period of 3 years and is not liable to retire by rotation.	Mr. Arhant Vikram Nopany is proposed to be re-appointed as a Non-Executive Director of the Company and is liable to retire by rotation.
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	N. A.	N. A.

STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SCHEDULE V TO THE ACT

I. GENERAL INFORMATION

1	Nature of industry	The Company is engaged in the business of developing, manufacturing, marketing and selling (domestic and export) of yarns, recycled polyester staple fibre and home textile products.																																																											
2	Date of commencement of commercial production	The Company carries on textile business since its incorporation.																																																											
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 on key indicators	(Rs. in crore) <table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Standalone</th> <th colspan="2">Consolidated</th> </tr> <tr> <th>Year ended 31st March, 2025</th> <th>Year ended 31st March, 2024</th> <th>Year ended 31st March, 2025</th> <th>Year ended 31st March, 2024</th> </tr> </thead> <tbody> <tr> <td>Total Income</td> <td>2,664.97</td> <td>2,695.95</td> <td>2,698.53</td> <td>2,727.22</td> </tr> <tr> <td>EBITDA</td> <td>68.18</td> <td>- 5.25</td> <td>64.63</td> <td>-13.11</td> </tr> <tr> <td>Less: Depreciation</td> <td>109.80</td> <td>115.33</td> <td>111.21</td> <td>117.04</td> </tr> <tr> <td>EBIT</td> <td>- 41.62</td> <td>- 120.58</td> <td>- 46.58</td> <td>- 130.15</td> </tr> <tr> <td>Less: Finance Cost</td> <td>61.48</td> <td>63.15</td> <td>63.42</td> <td>65.03</td> </tr> <tr> <td>Profit before exceptional items and tax</td> <td>- 103.10</td> <td>- 183.73</td> <td>-110.00</td> <td>- 195.18</td> </tr> <tr> <td>Less: Exceptional items</td> <td>22.70</td> <td>18.96</td> <td>-</td> <td>8.45</td> </tr> <tr> <td>Profit Before Tax</td> <td>- 125.80</td> <td>- 202.69</td> <td>- 110.00</td> <td>-203.63</td> </tr> <tr> <td>Less: Tax</td> <td>- 41.60</td> <td>- 68.08</td> <td>- 41.60</td> <td>- 68.07</td> </tr> <tr> <td>Profit after Tax</td> <td>- 84.20</td> <td>- 134.61</td> <td>- 68.40</td> <td>- 135.56</td> </tr> </tbody> </table>	Particulars	Standalone		Consolidated		Year ended 31 st March, 2025	Year ended 31 st March, 2024	Year ended 31 st March, 2025	Year ended 31 st March, 2024	Total Income	2,664.97	2,695.95	2,698.53	2,727.22	EBITDA	68.18	- 5.25	64.63	-13.11	Less: Depreciation	109.80	115.33	111.21	117.04	EBIT	- 41.62	- 120.58	- 46.58	- 130.15	Less: Finance Cost	61.48	63.15	63.42	65.03	Profit before exceptional items and tax	- 103.10	- 183.73	-110.00	- 195.18	Less: Exceptional items	22.70	18.96	-	8.45	Profit Before Tax	- 125.80	- 202.69	- 110.00	-203.63	Less: Tax	- 41.60	- 68.08	- 41.60	- 68.07	Profit after Tax	- 84.20	- 134.61	- 68.40	- 135.56
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5	Foreign investments or collaborations, if any	As at 31 st March, 2025, the foreign holding in the Company was at 1.90%. The Company does not have any foreign collaborations.																																																											

II. INFORMATION ABOUT DIRECTORS

Sr. No.	Particulars	Mr. C. S. Nopany
1	Background details	The background details and profile of Mr. C. S. Nopany are stated in "Annexure I pursuant to Regulation 36 of Listing Regulations" to this Notice.
2	Past Remuneration	There has been no change in the past and proposed remuneration.
3	Recognition or awards	Mr. C. S. Nopany has received Global Entrepreneur of Bihar award conferred by the Bihar Chamber of Commerce and Industries. Mr. C. S. Nopany has been the past president of Indian Chamber of Commerce and Indian Sugar Mills Association. He holds the position of National Executive Committee Member of Federation of Indian Chamber of Commerce and Industry.
4	Job Profile and his suitability	Mr. C. S. Nopany, 59 years of age is a member of The Institute of Chartered Accountants of India and holds Master's Degree in Science of Industrial Administration from Carnegie Mellon University, Pittsburg, USA. He is an eminent industrialist and has over 34 years of rich and comprehensive experience in diverse fields like finance, sugar, tea, shipping, textiles, fertilizers, chemicals, etc.

		He is a significant contributor in your Company and has played an influential role in implementing the strategies of your Company. Under his astute leadership, your Company has achieved many successful outcomes.
5	Remuneration Proposed	Details of remuneration proposed for approval of the Members at this 20 th Annual General Meeting of the Company are as provided in the Explanatory Statement for item no. 6 of this Notice.
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the significant expertise of Mr. C. S. Nopany and acknowledging the responsibilities shouldered by him, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar level counterpart(s) in other companies.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Apart from the remuneration and perquisites paid to Mr. C. S. Nopany as Managing Director designated as Executive Chairman as stated above and his shareholding held directly or indirectly in the Company, he does not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel. Mr. C. S. Nopany is related to Mr. Arhant Vikram Nopany.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits and steps taken or proposed to be taken for improvement:

The Company has been a consistent profit making Company since its inception. However, the global textile industry (in particular spinning) is passing through its most challenging time and continues to grapple with a prolonged downturn, intensified by a complex interplay of economic, geopolitical, and structural factors. Geopolitical tensions, such as the Russia-Ukraine conflict and US-China trade disputes, have driven up energy costs and disrupted trade flows. Shifting consumer preferences toward sustainable and filament-based yarns, coupled with increased competition in knits and technical textiles, have further pressured demand and margins. Integrated textile companies are capturing greater value in fabrics, challenging pure play yarn manufacturers.

The Company has taken effective steps for improving its margins which include strategically segregating its portfolio and has broad-based its product mix across applications that extend from the apparel to the non-apparel (industrial and home textiles). This will moderate excessive dependence on textile applications. The Company has also accelerated the development of yarn products. This will open new markets for its products among large and responsible customers seeking to enhance their products.

2. Steps taken or proposed to be taken for improvement:

For decades, the Company has meticulously sharpened its strategy to build on its core competence. We are one of India's leading textile Company with consumer-facing businesses across India and the world.

Our value enablers comprise our growing scale of business, reliable supply chain, rationalized cost structure, intelligent synergies, smart R&D and technology acumen; and above all commitment to always remain ahead in the compliance marathon.

3. Expected increase in productivity and profits in measurable terms:

The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies for growth. The Company expects the textile sector to improve in the medium term which will lead to increase in demand and firming up of margins thereby helping the Company to retain margins, as the current state of the textile industry and spinning sector in particular is due to subdued demand in the international markets which has put pressure on the domestic markets affecting margins.

IV. DISCLOSURES:

The disclosures as required on elements of remuneration package, etc. have been made under "Report of Corporate Governance" forming part of the Annual Report for 2024 - 25.

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