

STATUTORY AUDITOR

**M/s. Montek S & Associates,
Chartered Accountants**
*(Formerly known as Kumar Gupta &
Associates, Chartered Accountants)*

Address : Shiv Mandir Street, Central Town,
Sutheri Road, Hoshiarpur-146001

REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Private Limited

Address: D-153 A, 1st Floor, Okhla Industrial Area,
Phase - I, New Delhi - 110020
Tel.: 011-64732681 to 88
E-mail : admin@skylinerta.com

CIN

L18101PB1995PLC017415

REGISTERED OFFICE

**C-193A, Phase VI, Focal Point, Ludhiana,
Punjab- 141010**
Tel.: +91-161-2676893

BANKERS

Punjab & Sind Bank
Model Town, Ludhiana

SHARES LISTED AT

The Calcutta Stock Exchange Limited
Address: 7, Lyons Range, Dalhousie, Kolkata-700001,
West Bengal
BSE Limited
Address: Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai- 400001

E-MAIL

raitex3@gmail.com

WEBSITE

www.raiddeepindustries.com

NOTICE OF 30th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **30th Annual General Meeting** of the members of the Company will be held on **Monday, 29th September, 2025 at 11:30 A.M.** at the registered office of the Company situated at **C-193 A, Phase VI, Focal Point, Ludhiana Punjab-141010** to transact the following business (es):-

ORDINARY BUSINESS(ES):**1. Adoption of Audited Standalone and Consolidated Financial Statements for the financial year ended on 31st March, 2025**

To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended on 31st March, 2025 including the audited

Balance Sheet as at 31st March, 2025, Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. Re-appointment of Mr. Rai Sahib (DIN: 01582498), Director liable to retire by rotation

To Re-appoint **Mr. Rai Sahib (DIN: 01582498)** who retires by rotation as Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. Rai Sahib (DIN: 01582498)** who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS(ES):-**3. REGULARISATION OF MS. PARUL SINGH (DIN: 09811725) AS AN INDEPENDENT DIRECTOR (CATEGORY: NON-EXECUTIVE)**

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 recommendation of Nomination and Remuneration Committee of the Board and Board of Directors and provisions of Section 149 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law(s), regulation(s) and guideline(s) and in terms of the Memorandum and Articles of Association of the Company, **Ms. Parul Singh (DIN: 09811725)** who was appointed as an Additional (Independent) Director of the Company by the Board of Directors in the Board Meeting held on 27th May, 2025 to hold office up to the date of this 30th Annual General Meeting, be and is hereby appointed as an Independent Director (Category: Non-Executive Director) of the Company for a period of **five** Consecutive years starting from **27th May, 2025 up to 26th May, 2030**, not liable to retire by rotation."

"RESOLVED FURTHER THAT any of the Director of the Company be and is hereby severally authorized to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto."

4. REGULARISATION OF MS. SOMALI TRIVEDI (DIN: 10761851) AS AN INDEPENDENT DIRECTOR (CATEGORY: NON-EXECUTIVE)

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 recommendation of Nomination and Remuneration Committee of the Board and Board of Directors and provisions of Section 149 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law(s), regulation(s) and guideline(s) and in terms of the Memorandum and Articles of Association of the Company **Ms. Somali Trivedi (DIN: 10761851)** who was appointed as an Additional (Independent) Director of the Company by the Board of Directors in the Board Meeting held on 13th August, 2025 to hold office up to the date of this 30th Annual General Meeting, be and is hereby appointed as an Independent Director (Category: Non-Executive Director) of the Company for a period of five Consecutive years starting from **13th August, 2025 up to 12th August, 2030**, not liable to retire by rotation."

"RESOLVED FURTHER THAT any of the Director of the Company be and is hereby severally authorized to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto."

5. Appointment of M/s. Jain P & Associates, Company Secretaries as Secretarial Auditors

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

"RESOLVED THAT pursuant to Section 204 of the Companies Act, 2013 and rules made thereunder, **M/s Jain P & Associates, Company Secretaries, (Peer Reviewed Firm: 2985/2023)**, be and is hereby appointed as the Secretarial Auditor of the Company, to carry out Secretarial Audit for a term of five consecutive years, i.e. from the FY. 2025-26 to FY 2029-30, on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors and the Auditor.

RESOLVED FURTHER THAT to give effect to above resolution, the Board of Directors of the Company be and is hereby authorised for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

**By order of the Board of Directors
For Raideep Industries Limited**

Date: 01.09.2025

Place: Ludhiana

**(Ruchi Chordia)
Company Secretary & Compliance Officer**

NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business(es) specified under Item No. 3, 4 & 5 to be transacted at the Annual General Meeting (AGM) are annexed hereto.
2. **A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXY FORMS DULY COMPLETED IN ALL RESPECTS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**

A person can act as a proxy on behalf of members **not exceeding fifty** and holding in aggregate **not more than ten percent of the total share capital** of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person(s) or shareholder(s).
3. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorization, etc., authorizing their representative to attend the AGM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to jainpandassociates@gmail.com with a copy marked to Company raitex3@gmail.com & helpdesk.evoting@cdslindia.com.
4. Institutional investors, who are members of the Company, are encouraged to attend and vote at the 30th Annual General Meeting (AGM) of the Company.
5. The Register of Members and Share Transfer Books will remain closed from **Thursday 25th September, 2025 to Monday 29th September, 2025** (both days inclusive).
6. The shares of the Company are at presently listed on **BSE Limited (BSE) and The Calcutta Stock Exchange Limited (CSE)**.
7. Pursuant to the provisions under Section 108 of Companies Act, 2013 to be read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time along with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote at the ensuing 30th Annual General Meeting by Electronic Means. The business(s) proposed to be transacted as mentioned in the Annual General Meeting Notice may be transacted through voting by Electronic Means (Remote e-voting) as well. For this purpose, Company is availing the services provided by **Central Depository Services (India) Limited (CDSL)**. The facility for voting through Ballot Paper will also be made available at the meeting venue, for the members who have not casted their votes by remote e-voting. They shall also be able to exercise their voting rights at the AGM by voting through ballot paper, provided at the meeting venue. Members who have already casted their vote by remote e-voting process prior to the date of meeting shall be eligible to attend the Annual General Meeting but shall not be entitled to cast their votes again through ballot process.
8. The Scrutinizer, after scrutinizing the votes cast at the meeting through Poll and through remote e-voting, shall, not later than two working days of conclusion of the Meeting, make a "**Consolidated Scrutinizer's Report**" and submit the same to the Chairperson. The results declared along with the consolidated scrutinizer's report shall be placed on website of the Company <https://www.raideepindustries.com/> and on the website of Stock Exchange at www.bseindia.com. The Report shall simultaneously be placed on Notice Board of the Company at premises of the Registered Office.
9. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the General Meeting.
10. Voting rights shall be reckoned on the Paid-up value of shares registered in the name of Member / Beneficial Owner (in case of shares in Dematerialized form) as on the cut-off date i.e. Wednesday, 24th September, 2025
11. 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, shall only be entitled to avail the facility of e-voting / Poll.

Note: A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

12. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the General Meeting.
13. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 and Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 has made it mandatory for the Security Holders (holding shares in physical form) to furnish/update PAN, Email address, Mobile number, Signature and Bank account details with the Company's RTA/Company. Choice of Nomination is optional, and security holders are requested to avail the nomination facility in their own interest.

In terms of the above Circulars, Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details.

14. In terms of Sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read MCA General Circular No.14/2020 dated 08.04.2020, General Circular 03/2022 dated 05.05.2022, General Circular No.11/2022 dated 28.12.2022 and General Circular No.09/2023 dated 25.09.2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and MCA, vide General Circular No.09/2024 dated September 19, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024; Notice of 30thAGM along with the Annual Report for FY 2024-25 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY 2024-25 will also be available on the Company's website at <https://www.raideepindustries.com/> the website of the stock exchange i.e., BSE Limited at www.bseindia.com and on the website of the RTA at <https://www.skylinerta.com/>. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., Central Depository Services (India) Limited (CDSL), viz., www.evotingindia.com
15. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their E-mail address and mobile number by sending email to Company's email Id raitex3@gmail.com or to our RTA, Skyline Financial Services Private Limited, D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi -110020. Ph.:- 011- 41044923; Email:- info@skylinerta.com. Members are requested to register their email id and support the green initiative efforts of the Company.
17. Additionally, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, the Company is also sending a letter to Shareholders whose e-mail address is not registered with the Company or its Registrar and Share Transfer Agent / Depository Participant ('DPs') providing the exact web-link of Company's website from where the Annual Report for financial year 2024-25 can be accessed.
18. SEBI vide its Circulars dated July 31, 2023 and August 4, 2023, read with Master Circular dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES 2.0 platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>)
19. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
20. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

21. The Company has been maintaining, inter alia, the following statutory registers at its registered office at C-193 A, Phase VI, Focal Point, Ludhiana Punjab-141010
- Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - Register of directors and key managerial personnel and their shareholding under section 170 of the Act.
22. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic/ Physical mode and shall remain open and be accessible to any member during the continuance of the meeting.
23. Pursuant to Section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the Company's website at <https://www.raideepindustries.com/wp-content/uploads/2020/10/SH-13-14-Nomination.pdf>). In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
24. The route map for attending the 30th Annual General Meeting (AGM) of the Company by the Member Shareholders is annexed to this Notice.
25. For more details on shareholders' matters, please refer to the section on 'General Shareholder Information', included in the Annual Report.

In case a person becomes a member of the Company after dispatch of AGM Notice, and is a member as on the cut-off date for e-voting, i.e., **Wednesday, September 24, 2025** such person may obtain the user id and password from by email request on evoting@cdsl.co.in

26. Members need to may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to info@skylinerta.com for obtaining the physical Copy of Annual Report and Notice of AGM.
27. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
- For Physical shareholders** - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to raitex3@gmail.com (Company Email id) or info@skylinerta.com (RTA Mail Id) or helpdesk.evoting@cdslindia.com
 - For Demat shareholders** - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to raitex3@gmail.com (Company Email id) or info@skylinerta.com (RTA Mail Id) or helpdesk.evoting@cdslindia.com
28. **The Instructions for shareholders for remote e-voting are as under:**
- The Board of Directors of the company has appointed **M/s. Jain P & Associates, Practicing Company Secretaries**, as Scrutinizer for conducting the voting process for the Annual General Meeting in a fair and transparent manner.
 - The voting period begins on **<Friday, September 26, 2025 at 09:00 A.M.>** and ends on **<Sunday, September 28, 2025, 05:00 P.M.>**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **<Monday, September 22, 2025>** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - The shareholders should log on to the e-voting website www.evotingindia.com
 - Click on "Shareholders" module.

vi. Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

vii. Next enter the Image Verification as displayed and Click on Login.

vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.\

viii. If you are a first time user then follow the steps given below:

	For Members holding shares in Demat Form or Physical
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyyformat) as recorded in your demataccountorin the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

ix After entering these details appropriately, click on "SUBMIT" tab.

x. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

xi. For Members holding shares in physical form, the details can be used for remote e-voting on the resolutions contained in this Notice only.

xii. Click on the EVSN for **<RAIDEEP INDUSTRIES LIMITED>** on which you choose to vote.

xiii On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same you will find an option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" Implies that you "Assent to the Resolution" and option "NO" implies that you "Dissent to the Resolution".

xiv Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution's details.

xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote

xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xviii. If a demata account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xix. Note for Non-Individual Shareholders and Custodians:-

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; raitex3@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com; under help section or write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

xx. To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

Name of Official	Ms. Ruchi Chordia
Designation	Company Secretary & Compliance Officer
Address	C-193 A, Phase VI Focal Point, Ludhiana- 141010
Contact	+91-161-2676893, 9814973250
E-mail	raitex3@gmail.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**ITEM NO: 03****REGULARISATION OF MS. PARUL SINGH (DIN: 09811725) AS AN INDEPENDENT DIRECTOR (CATEGORY: NON-EXECUTIVE)**

Ms. Parul Singh (DIN: 09811725) was appointed as an Additional (Independent) Director on the Board of the Company on May 27, 2025. As per the provisions of Regulation 25 of SEBI (LODR) Regulations, 2015 an Independent Director shall be appointed on the Board of a Company on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Ms. Parul Singh (DIN: 09811725) that, she is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act, declaration that she meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015.

The resolution seeks the approval of members for the appointment of Ms. Parul Singh (DIN: 09811725) as an Independent Director of the Company commencing from May 27, 2025 up to May 26, 2030 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. She shall not be liable to retire by rotation.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Ms. Parul Singh (DIN: 09811725), the Board of Directors at its meeting held on May 27, 2025 approved the appointment of Ms. Parul Singh (DIN: 09811725) as mentioned in the resolution.

For your information and record, Ms. Parul Singh (DIN: 09811725) holds expertise in the field of Secretarial Laws, Finance and Corporate Governance. Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director. Therefore, after consideration of all facts and circumstances, the Board recommends appointment of Ms. Parul Singh (DIN: 09811725) as an Independent Director of the Company.

Except for Ms. Parul Singh (DIN: 09811725) and/or her relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO: 04**REGULARISATION OF MS. SOMALI TRIVEDI (DIN: 10761851) AS AN INDEPENDENT DIRECTOR (CATEGORY: NON-EXECUTIVE)**

Ms. Somali Trivedi (DIN: 10761851) was appointed as an Additional (Independent) Director on the Board of the Company on August 13, 2025. As per the provisions of Regulation 25 of SEBI (LODR) Regulations, 2015 an Independent Director shall be appointed on the Board of a Company on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Ms. Somali Trivedi (DIN: 10761851) that, she is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act, declaration that she meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015.

The resolution seeks the approval of members for the appointment of Ms. Somali Trivedi (DIN: 10761851) as an Independent Director of the Company commencing from August 13, 2025 up to August 12, 2030 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. She shall not be liable to retire by rotation.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Ms. Somali Trivedi (DIN: 10761851), the Board of Directors at its meeting held on August 13, 2025 approved the appointment of Ms. Somali Trivedi (DIN: 10761851) as mentioned in the resolution.

For your information and record, Ms. Somali Trivedi (DIN: 10761851) has vast expertise in the field of Corporate Laws, Accounts, Finance and Corporate Governance. Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director. Therefore, after consideration of all facts and circumstances, the Board recommends appointment of Ms. Somali Trivedi (DIN: 10761851) as an Independent Director of the Company.

Except for Ms. Somali Trivedi (DIN: 10761851) and/or her relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 5: APPOINTMENT OF M/S. JAIN P & ASSOCIATES, COMPANY SECRETARIES AS SECRETARIAL AUDITORS

The Board of Directors has recommended the appointment of M/s Jain P & Associates, Company Secretaries, (Peer Reviewed Firm: 2985/2023), as the Secretarial Auditor of the Company, pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder to carry out Secretarial Audit for consecutive five years, i.e., from the FY.2025-26 to FY.2029-30. Written consent of the Secretarial Auditors and confirmation to the effect that they are eligible and not disqualified to be appointed as the Auditors of the Company in the terms of the provisions of the Listing Regulations, the Companies Act, 2013 and the rules made thereunder is obtained.

Accordingly, The Board of Directors recommends an Ordinary Resolution set out at Resolution No. 5 of the Notice for approval by the Shareholders.

DISCLOSURE PURSUANT TO REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Terms & Conditions: The terms and conditions for the appointment of M/s. Jain P & Associates, Company Secretaries are proposed keeping in line with the objective of fair and accurate representation of financial position of the Company. The material terms of appointment and remuneration are given below:-

- 1. Designation:** Secretarial Auditor.
- 2. Term:** They shall hold office for a term of five consecutive years (FY 2025-26 to FY 2029-30).
- 3. Audit Fees:** Audit fees will be paid to them as mutually agreed between the proposed Auditor and the Board from time to time.
- 4. Basis of Recommendation:** The Board based on the recommendation of the Audit Committee proposes to appoint M/s. Jain P & Associates, Company Secretaries as the Secretarial Auditor of the Company.

None of the Directors, Key Managerial Personnel, or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the passing of resolution set out at Item No. 05 of the Notice.

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE REAPPOINTED/REGULARIZED IS FURNISHED BELOW:

PROFILE OF DIRECTORS

Name	Mr. Rai Sahib	Ms. Parul Singh	Ms. Somali Trivedi
Director Identification Number (DIN)	01582498	09811725	10761851
Date of Birth	30.07.1951	17.04.1996	25.02.1991
Date of Appointment in the Board	11.12.1995	27.05.2025	13.08.2025
Qualification	Graduate	Graduate and Company Secretary (Executive)	Post Graduate and Qualified Company Secretary
Nature of Expertise in specific functional areas	Around five decades of experience in Management and Administration of Textile Industry	Finance, Secretarial Laws, Corporate Governance and SEBI Laws	Seven years of comprehensive experience in Corporate Law Sector

Shareholding in the Company including shareholding as beneficial owner	5,00,700 Equity Shares (9.09%)	NIL	NIL
List of Directorship held in other companies	<ul style="list-style-type: none"> • E9 INFOCOMM PRIVATE LIMITED; • RAI MULTI ESTATES PRIVATE LIMITED; • DASHMESH WEAVING & DYEING MILLS PRIVATE LIMITED; • RAI SPINNING AND PROCESSING PRIVATE LIMITED; • JAI MAA PROCESSORS PRIVATE LIMITED; • RAIDEEP SYNTHETICS PRIVATE LIMITED; • RAIDEEP FABRICS PRIVATE LIMITED 	<ul style="list-style-type: none"> • SBC EXPORTS LIMITED • CAPITAL TRADE • LINKS LIMITED • KARAMVEER ELECTRONICS LIMITED 	<ul style="list-style-type: none"> • TACENT PROJECTS LIMITED
Number of Meetings of the Board attended during the FY 2024-25		NA	NA
Names of Listed Entities in which the person holds membership of Committees of the Board	NIL	Capital Trade Links Limited	Tacent Projects Limited
Name of listed entities from which the person has resigned in the past three years	NIL	Sueryaa Knitwear Limited Tacent Projects Limited DCM Financial Services Limited	NIL
Relationship between Directors Inter-se	Mr. Rai Sahib & Mrs. Paramjit Bhalla are relatives to each other as defined in Section 2 (77) of Companies Act, 2013 and Rule 4 of the companies (Specification of definitions details) Rules, 2014.	None	None