

Donear/SECD/SE/2025-26/035

October 27, 2025

To,

**The Manager,
Corporate Relations Department,
BSE Limited**
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort, Mumbai - 400 001

**The Manager,
Listing Department,
National Stock Exchange of India Limited,**
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051

Scrip Code: 512519

Symbol: DONEAR

Sub: Intimation of the Postal Ballot Notice

Ref: Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations").

Dear Sir / Madam,

Pursuant to SEBI Listing Regulations, please find attached herewith a copy of the Postal Ballot Notice, along with the Explanatory Statement ("Postal Ballot Notice"), dispatched today to the shareholders of Donear Industries Limited ("the Company") for seeking their approval.

Please note that, in compliance with Circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Postal Ballot Notice is being sent through e-mail to all those Members whose names appear in the Register of Members/ Register of Beneficial Owners maintained by the Depositories i.e. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose e-mail address is registered with Depositories, Company and/or MUFG Intime India Private Limited ("RTA") as on Friday, October 24, 2025 Cut-off date.

The schedule of events for the Postal Ballot is as given under:

Cut-off date (for dispatch and e-voting)	Friday, October 24, 2025
Completion date of sending of Postal Ballot Notice through e-mail	Monday, September 27, 2025
E-voting start date/time	Wednesday, October 29, 2025 (9:00 a.m. IST)
E-voting end date/time	Thursday, November 27, 2025 (5:00 p.m. IST)
Date of declaration of results	On or before December 01, 2025

Further, the Postal Ballot notice is also available on the Company's website at www.donear.com, and on the website of the e-voting service provider viz., NSDL at www.evoting.nsdl.com.

This is for your information and appropriate dissemination.

Thanking You,
Yours Faithfully,

For Donear Industries Limited



Krishna Agrawal
Company Secretary & Compliance Officer
A70277

Encl.: As Above



DONEAR INDUSTRIES LIMITED

CIN: L99999MH1987PLC042076

Registered Office: Donear House, 8th Floor, Plot No. A – 50, Road No. 1,
MIDC, Andheri (East), Mumbai – 400 093.

Tel No: +91 22 6834 8100 **Fax No.:** +91 22 6834 8313

E-mail: investor@donear.com **Website:** www.donear.com

In view of prevailing MCA Circulars on postal ballot process, the voting on the resolution covered in the Notice will take place through e-voting only and no physical ballots will be collected. Please refer to detailed instructions for e-voting explained in the Notice.

POSTAL BALLOT NOTICE

[Pursuant to Section 110 and 108 of the Companies Act, 2013 read with rules made thereunder]

Dear Member(s),

Notice is hereby given that pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("the Rules") including any statutory modifications or re-enactments thereof for the time being in force, as amended from time to time, read with the General Circular No. 09/2024 dated September 19, 2024 (in continuation to the circulars issued earlier in this regard) issued by the Ministry of Corporate Affairs ("MCA") ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), Secretarial Standard on General Meetings ("SS- 2") issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the Resolution set out below is proposed to be passed by shareholders of the Company through postal ballot through remote e- voting process only and explanatory Statement pursuant to Section 102(1) pertaining to the said Resolution setting out the material facts concerning and the reasons thereof is annexed to the Notice for your consideration.

The Board of Directors at their meeting held on 18th October, 2025 have appointed Mr. Yogesh Sharma (COP No.: 12366 / Membership No.: FCS 11305), Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the purpose.

The Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide e-voting facility. In accordance with MCA Circulars, Members can vote only through the remote e-voting process. The Remote e-voting period commences from 9.00 A.M. (IST) on Wednesday, October 29, 2025 and ends at 5.00 P.M. (IST) on Thursday, November 27, 2025. Shareholders are requested to cast their vote through the E-voting process not later than 05:00 P.M. (IST) on Thursday, November 27, 2025 (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through Remote E-Voting. The results of

e-voting will be announced within two working days and will be displayed on the Company's website www.donear.com and will also be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

SPECIAL BUSINESS:

ITEM NO.1

TO APPOINT MRS. HARJEET KAUR JOSHI (DIN: 07085755), AS AN ADDITIONAL DIRECTOR IN THE CATEGORY OF NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY;

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

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152, 161, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board at their respective meetings, Mrs. Harjeet Kaur Joshi (DIN: 07085755), who was appointed as Additional Director in the capacity of an Independent Director with effect from October 18, 2025, who being eligible for appointment as well as meeting the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years w.e.f October 18, 2025 till October 17, 2030, (both days inclusive) and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Rajendra Agarwal, Managing Director of the Company and/or Mr. Ashok Agarwal, Chief Financial Officer and/or Mrs. Krishna Agrawal, Company Secretary be and are hereby severally authorized to submit/ file the prescribed e-form(s) along with all the prescribed paper(s), document(s) deed(s) etc., as may be necessary and to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

ITEM NO.2

TO APPOINT MR. HEMANT RAGHUNATH BHARAMBE (DIN: 05154422), AS AN ADDITIONAL DIRECTOR IN THE CATEGORY OF NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY;

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

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152, 161, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the

provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board at their respective meetings, Mr. Hemant Raghunath Bharambe (DIN: 05154422), who was appointed as Additional Director in the capacity of an Independent Director with effect from October 18, 2025, who being eligible for appointment as well as meeting the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years w.e.f November 11, 2025 till November 10, 2030,(both days inclusive) and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Rajendra Agarwal, Managing Director of the Company and/or Mr. Ashok Agarwal, Chief Financial Officer and/or Mrs. Krishna Agrawal, Company Secretary be and are hereby severally authorized to submit/ file the prescribed e-form(s) along with all the prescribed paper(s), document(s) deed(s) etc., as may be necessary and to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

By Order of Board of Directors

Sd/-
Rajendra Agarwal
Managing Director
(DIN : 00227233)

Place: Mumbai

Date: October 18, 2025

Registered Office:

Donear House, 8th Floor,
Plot No. A – 50, Road No. 1, MIDC,
Andheri (East), Mumbai – 400 093
CIN: L99999MH1987PLC042076
Website: www.donear.com

Notes:

1. A statement pursuant to the provisions of Sections 102 and 110 of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.
2. In accordance with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, October 24, 2025 ("Cut-off Date") received from the Depositories and whose e-mail address is registered with the Company/ Depositories.

There will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.

3. Members who have not registered their email addresses so far are requested to get their email addresses registered. Members holding shares in dematerialized mode are requested to register/update their email addresses and KYC Documents with the relevant Depository Participants. Members holding shares in physical mode are requested to update their email addresses and KYC Documents with the Company's RTA, MUFG Intime India Private Limited (formerly known as Link Intime Private Limited) at rnt.helpdesk@mpms.mufg.com or at <https://swayam.in.mpms.mufg.com/>.
4. This Postal Ballot Notice will also be available on the Company's website at www.donear.com, on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of NSDL (agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members/ List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. Voting rights of a Member/ Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity capital of the Company as on the Cut-Off Date.
7. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
8. The Board has appointed Mr. Yogesh Sharma, Practicing Company Secretary (COP No.: 12366 / Membership No.: FCS 11305), as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
9. In compliance with provisions of Section 108 & 110 of the Companies Act, 2013 and other applicable provisions of the Act read with rules, Master circular dated 11th July, 2023 of SEBI and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to offer e-voting facility. The e-voting period begins on 9.00 A.M. (IST) on Wednesday, October 29, 2025 and ends at 5.00 P.M. (IST) on Thursday, November 27, 2025 (both days inclusive). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date which is on Friday, October 24, 2025 may cast their votes. The remote e-voting module shall be disabled by NSDL, for e-voting after 05:00 p.m. (IST) on Thursday, November 27, 2025. Once the vote on a resolution has been cast by a Member, he/ she shall not be allowed to change it subsequently or cast the vote again.

10. The Scrutinizer will submit his report within 2 Working days from the Closure of the voting i.e. November 27, 2025 to the Chairman or any other person authorised by him, after the completion of scrutiny, and the result of the voting by postal ballot through the E- voting process will be declared by placing it along with scrutinizer report on the website of the Company at www.donear.com, besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
11. The Resolutions, if approved by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e., **on Thursday, November 27, 2025.**
12. The result of the Postal Ballot will be announced **on or before Monday, December 01, 2025.** The Scrutinizer's decision on the validity of votes cast will be final.
13. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to investor@donear.com from their registered email addresses mentioning their names, folio numbers/DP ID and Client ID, until last date of remote e-voting of this Postal Ballot.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

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 for Individual shareholders holding securities in demat mode

In terms of SEBI Master circular dated 11th July, 2023 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" 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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to 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 'Shareholder/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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices 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. The EVEN number of the Company for the purpose of voting is 137471.

6. Password details for shareholders other than Individual shareholders 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 shareholders whose email ids are not registered**
7. 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.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting 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 shareholders

1. Institutional shareholders (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 csymsharma@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (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 Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.

Process for those shareholders 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 please provide 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 investor@donear.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 (investor@donear.com). If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Item No. 1:

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on October 18, 2025, appointed Mrs. Harjeet Kaur Joshi (DIN: 07085755), as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from October 18, 2025, to October 17, 2030 (both days inclusive) subject to the approval of the shareholders through a special resolution.

Mrs. Harjeet Kaur Joshi has industry experience of more than 39 years with finance department where she also overlooked the acquisitions and joint ventures. She has been the managing director and chairperson of The Shipping Corporation of India Ltd for almost 2 years 9 months. She recently was an Advisory Board Member of Indian Audit and Accounts Department. She has had diverse associations with maritime industry, finance department.

Accordingly, the Board of Directors has proposed to the Members of the Company, the appointment of Mrs. Harjeet Kaur Joshi (DIN: 07085755) as an Independent Director on the Board of the Company, not liable to retire by rotation, who shall hold office for a term of Five years till October 17, 2030. Mrs. Joshi would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof and profit related commission as may be approved by the members, from time to time. The Board is of the view that Mrs. Joshi's knowledge and experience will be of immense benefit and value to the Company and, therefore, recommends her appointment to the Members. Brief Profile of Mrs. Joshi, including nature of her expertise as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") is attached as Annexure – I to this Notice. Save and except Mrs. Joshi and her relatives, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item No. 1 of the Notice. The Board recommends the Special Resolution set out in Item No. 1 of the Notice for approval of the Members.

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

Item No. 2:

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on October 18, 2025, appointed Mr. Hemant Raghunath Bharambe (DIN: 05154422), as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from November 11, 2025, to November 10, 2030 (both days inclusive) subject to the approval of the shareholders through a special resolution.

Mr. Hemant Bharambe is a Textile Engineer from VJTI, Mumbai and Bachelor of Legal Studies, Mumbai University. He is having 43-year experience across the Textile and Garment industry. He is skilled in weaving and knit production, as well as Sales, Procurement, and Quality Assurance of Knit Fabrics and Garment Accessories. He combines Technical expertise with a structured, analytical approach to ensure high production standards and efficient supply chain management.

Accordingly, the Board of Directors has proposed to the Members of the Company, the appointment of Mr. Hemant Raghunath Bharambe (DIN: 05154422) as an Independent Director on the Board of the Company, not liable to retire by rotation, who shall hold office for a term of Five years till November 11, 2030. Mr. Bharambe would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof and profit related commission as may be approved by the members, from time to time. The Board is of the view that Mr. Bharambe's knowledge and experience will be of immense benefit and value to the Company and, therefore, recommends her appointment to the Members. Brief Profile of Mr. Bharambe, including nature of his expertise as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") is attached as Annexure - I to this Notice. Save and except Mr. Bharambe and his relatives, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item No. 2 of the Notice. The Board recommends the Special Resolution set out in Item No. 2 of the Notice for approval of the Members.

By Order of Board of Directors

**Sd/-
Rajendra Agarwal
Managing Director
DIN : 00227233**

**Place: Mumbai
Date: October 18, 2025**

Information as required pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), in respect of Directors seeking appointment/re-appointment/payment of remuneration:

Name of Director	Mrs. Harjeet Kaur Joshi
DIN	07085755
Date of Birth	15/05/1962
Age	63 years
Date of first Appointment on the Board	18/10/2025
Qualifications	A Fellow Cost and Management Accountant with Master's degree in Commerce from Delhi University. She has also done MBA in Financial Management and Human Resource Management from Indira Gandhi National Open University.
Experience and Expertise in Specific Functional Area	Financial Management
Terms and conditions of re-appointment / revision / remuneration	As decided by Board
Remuneration last drawn	Not Applicable
Number of Board Meetings attended during the year 2024-25	Not Applicable
Directorship held in other Listed companies	None
Directorship in other Companies (excluding foreign companies & Section 8 companies)	None
Chairmanship/ Membership of Committees of the Board of Directors of other Companies	None
Shareholding	NIL
Relationship with other Directors / Key Managerial Personnel(s)	Not related to any director or KMP or the Company

Information as required pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), in respect of Directors seeking appointment/re-appointment/payment of remuneration:

Name of Director	Mr. Hemant Raghunath Bahrambe
DIN	05154422
Date of Birth	17/09/1960
Age	65 Years
Date of first Appointment on the Board	11/11/2025
Qualifications	Textile Engineer from VJTI, Mumbai
Experience and Expertise in Specific Functional Area	Textile Engineer from VJTI, Mumbai and Bachelor of Legal Studies, Mumbai University. Having 43-year experience across the Textile and Garment industry. Skilled in weaving and knit production, as well as Sales, Procurement, and Quality Assurance of Knit Fabrics and Garment Accessories. Combines Technical expertise with a structured, analytical approach to ensure high production standards and efficient supply chain management.
Terms and conditions of re-appointment / revision / remuneration	As per Board
Remuneration last drawn	Not Applicable
Number of Board Meetings attended during the year 2024-25	Not Applicable
Directorship held in other Listed companies	None
Directorship in other Companies (excluding foreign companies & Section 8 companies)	Director at Integrity Technosys Private Limited since 06/01/2012
Chairmanship/ Membership of Committees of the Board of Directors of other Companies	None
Shareholding	NIL
Relationship with other Directors / Key Managerial Personnel(s)	Not related to any director or KMP or the Company.