NOTICE

NOTICE is hereby given that the **13th Annual General Meeting** of the members of **AKSHAR SPINTEX LIMITED** will be held on **Monday 28th September, 2026 at 01:30 p.m. IST** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To Consider and adopt the Financial Statement of the Company for the financial year ended March 31, 2026 and reports of Board of Directors and Auditor thereon, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To appoint Mrs. Ilaben Dineshbhai Paghdar (DIN: 07591339) Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment, 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, Mrs. Ilaben Dineshbhai Paghdar (DIN: 07591339), Director who retires by rotation at this meeting be and is hereby appointed as a Director of the Company."

3. To appoint M/s. H. Jamnadas & Company, Chartered Accountants, [Firm Registration No. 104033W], as Statutory Auditor of the Company, in place of retiring Statutory Auditor, M/s. H. B. Kalaria & Associates, Chartered Accountants, Rajkot.

   "RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. H. Jamnadas & Company, Chartered Accountants, (Firm Registration No. 104033W), be and are hereby appointed as the Statutory Auditors of the Company, in place of the retiring Statutory Auditors, M/s. H. B. Kalaria & Associates, Chartered Accountants, Rajkot, to hold office for a term of five consecutive years, commencing from the conclusion of this Annual General

Meeting and continuing until the conclusion of the Annual General Meeting to be held in the year 2031, at remuneration of Rs. 5,00,000/- (Rupees Five Lakhs Only) determined by the Board of Directors in consultation with the Statutory Auditors, plus applicable taxes and reimbursement of reasonable out-of-pocket expenses incurred in connection with the audit of the Company.

RESOLVED FURTHER THAT the Mr. Harikrushna Shamjibhai Chauhan, Chairman Cum Whole Time Director (DIN: 07710106), of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution**."**

SPECIAL BUSINESS:

4. **PAYMENT OF REMUNERATION TO COST AUDITORS FOR FINANCIAL YEAR 2026-2027:**

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, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and such other permissions as may be necessary, the payment of the total remuneration of Rs. 36,000/- plus reimbursement of out-of-pocket expenses at actuals plus applicable taxes payable to M/s. Mitesh Suvagiya & Co., Cost Accountants, who were appointed as "Cost Auditor" to conduct the audit of Cost Records maintained by the Company for the Financial Year ending March 31, 2027, be and is hereby ratified and approved.**"**

5. APPROVAL OF REMUNARATION OF MRS. ILLABEN DINESHBHAI PAGHDAR (DIN: 07591339): DIRECTOR OF THE COMPANY UNDER SECTION 197 AND 198 READ WITH SCHEDULE V:

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

"RESOLVED THAT pursuant to provision of section 197, 198 read with Schedule V and other applicable provision if any, of the Companies Act – 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force) The consent of the members be and is hereby accorded to the remuneration of Mrs. Illaben Dineshbhai Paghdar (DIN:07591339) maximum up to Rs. 15,00,000/-(Rupees Fifteen Lakhs) per annum has been approved with effect from 01 October 2026 up to 3 (Three) years subject to change as board may deemed fit as per profitability of the Company provided that the amount of remuneration includes all perquisite."

"RESOLVED FURTEHR THAT, Mr. Harikrushna Shamjibhai Chauhan, Chairman Cum Whole Time Director (DIN: 07710106), of the company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as deem necessary or expedient to give effect to the above resolution."

6. <u>RE-SEEKING APPROVAL FOR REMUNERATION OF MR. HARRY PAGHDAR (DIN: 11096100):</u>

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

"RESOLVED THAT on recommendation of Board and Nomination and Remuneration Committee and pursuant to the provisions of Sections **196, 197, 198, 203**, read with **Schedule V** and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions and pursuant to Provision of **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, as amended from time to time, and subject to such approvals as may be necessary, the consent of the Members, be and is hereby accorded for **payment of remuneration** to **Mr. Harry D. Paghdar (DIN: 11096100)**, Executive Director of the Company, notwithstanding the fact that the Company has incurred losses / has inadequate profits during the –any financial year , with effect from 01 October 2026 to 30th September, 2029 i.e 3 (Three) years, on the following terms and conditions:

Sr.no.	Particular	Details
1.	Salary	₹ 1,00,000/- (Rupees One Lakh only) per month, aggregating to ₹ 12,00,000/- (Rupees Twelve Lakh only) per annum.
2.	Perquisites & Allowances	The Executive Director shall be entitled to perquisites and allowances as per the policy of the Company, restricted to an amount so that the total remuneration does not exceed ₹12,00,000/- per annum.
3.	Overall Ceiling	The total remuneration, including salary, perquisites and allowances, shall not exceed ₹12,00,000/- per annum
4.	Minimum Remuneration (In case of Loss or Inadequate Profits)	Notwithstanding the loss incurred by the Company during the financial year 2026-27, the remuneration payable to Mr. Harry D. Paghdar shall be treated as minimum remuneration in accordance with Section 197 read with Schedule V (Part II) of the Companies Act, 2013, subject to approval of shareholders by way of Special Resolution.
5.	Disclosures as required under Regulation 36 of SEBI (LODR) Regulations, 2015.	Disclosures as required under Regulation 36 of SEBI (LODR) Regulations, 2015 have been made in Annexure - 1

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of **Mr. Harry D. Paghdar (DIN: 11096100**), the remuneration as approved above shall be paid as **minimum remuneration** in accordance with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Harikrushna Shamjibhai Chauhan, Chairman Cum Whole Time Director (DIN: 07710106), be and is hereby authorised to do all such acts, deeds and things and to file necessary forms and returns with the Registrar of Companies and stock exchanges and to take all steps necessary to give effect to this resolution."

7. Re-appointment of Mr. Parshotam Lakhabhai Vasoya (DIN: 09229252) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Parshotam Lakhabhai Vasoya (DIN: 09229252), who was appointed as an Independent Director of the Company and whose first term of office expired on 22nd August, 2026, and who has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second and final term of five consecutive years commencing from 28th September, 2026 and ending on 27th September, 2031.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions, if any, of the Act and the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, Mr. Parshotam Lakhabhai Vasoya (DIN: 09229252), in his capacity as an Independent Director of the Company, be paid such sitting fees and other remuneration as may be determined by the Board of Directors from time to time, within the limits prescribed under the Act and the rules made thereunder.

RESOLVED FURTHER THAT Mr. Harikrushna Shamjibhai Chauhan, Chairman Cum Whole Time Director (DIN: 07710106), be and is hereby authorised to do all such acts, deeds and things and to file necessary forms and returns with the Registrar of Companies and stock exchanges and to take all steps necessary to give effect to this resolution."

8. **Appointment of Mr. Sureshkumar Chaturbhai Gajera (DIN: 11106779) as an Independent Director**

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 164 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sureshkumar Chaturbhai Gajera (DIN: 11106779), who has consented to act as a Director of the Company and has submitted the requisite declarations confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and the SEBI Listing Regulations, and who is eligible for appointment as an Independent Director and in respect of whom the Company has received the requisite declarations, disclosures and consent, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from the date of this Annual General Meeting i.e.28th September,2026 to 27th September,2031 for period of 5 (Five) years

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, read with the applicable provisions of the SEBI Listing Regulations, Mr. Sureshkumar Chaturbhai Gajera, Independent Director, be paid such sitting fees, as may be determined by the Board of Directors from time to time, subject to the applicable provisions of the Act, the rules made thereunder and the SEBI Listing Regulations.

RESOLVED FURTHER THAT Mr. Harikrushna Shamjibhai Chauhan, Chairman Cum Whole Time Director (DIN: 07710106), be and is hereby authorised to do all such acts, deeds and things and to file necessary forms and returns with the Registrar of Companies and stock exchanges and to take all steps necessary to give effect to this resolution**."**

9. **RE-APPOINTMENT OF MR. HARIKRUSHNA SHAMJIBHAI CHAUHAN (DIN: 07710106) AS CHAIRMAN CUM WHOLE TIME DIRECTOR AND APPROVAL OF REMUNERATION UNDER SECTION 196 AND 197 READ WITH SCHEDULE V OF THE COMPANIES ACT, 2013**

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

"RESOLVED THAT the company hereby accords its approval and consent under Section 196 and 197 and all other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, to the appointment of Mr. Harikrushna Shamjibhai Chauhan (DIN: 07710106) as a Chairman cum Whole Time Director of the Company for a period of three years w.e.f. 08th January 2027 to 07th January 2030 on the terms and condition of appointment and on remuneration of Rs. 30,00,000/- (Rupees Thirty Lacs Only) per annum including all perquisites and allowance as set out in the Explanatory Statement annexed to the Notice of this Meeting and as contained in the appointment letter with authority to board to alter and very such terms of appointment and remuneration so as to not exceed the limit specified in Schedule V of the Companies Act, 2013 and as approved by the nomination and remuneration committee, and agreed by him."

"**RESOLVED FURTHER THAT** pursuant to clause 145 (b) of the Articles of Association of the Company, Mr. Harikrushna Shamjibhai Chauhan (DIN: 07710106) shall be liable to retire by rotation."

"**RESOLVED FURTHER THAT** the remuneration including benefits, amenities and perquisites as set out in Explanatory Statement shall nevertheless be paid and allowed to Mr. Harikrushna Shamjibhai Chauhan (DIN: 07710106) as remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and Rules made thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof subject to changes as board may deemed fit as per profitability of the Company."

"**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to do all such act, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution."

By order of the Board of Directors,
AKSHAR SPINTEX LIMITED

HARIKRUSHNA S. CHAUHAN
Chairman cum Whole Time Director
DIN: 07710106

Place: Haripar (Jamnagar)
Date: 31st August, 2026

Registered Office

Revenue Survey No.102/2 Paiki, Plot No. – 2,
Village: Haripar, Ranuja Road.,
Tal: Kalavad. Jamnagar – 361013

Notes:

1. In compliance with General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and Circular issued by SEBI vide Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular"), other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof) for the time being in force and as amended from time to time and the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 13th Annual General Meeting ("AGM") of the Company is being held through VC/OAVM without the physical presence of Members at a common venue. The deemed venue for the 13th AGM will be the Registered Office of the Company – Revenue Survey No.102/2 Paiki, Plot No. – 2, Village: Haripar, Ranuja Road., Tal: Kalavad. Jamnagar – 361013.

2. Further, the Securities and Exchange Board of India ("SEBI") has, vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 ("SEBI Circular") given relaxation from sending hard copy of Annual Report containing salient features of all the documents prescribed in Section 136 of the Companies Act, 2013 ("Act") and proxy forms as required under Regulation 44(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") to the members who have not registered their email addresses in case of general meetings held through electronic mode.

3. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 4 to 9 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.

4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.

5. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

6. The Members can join the Annual General Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the

procedure mentioned in the Notice. The facility of participation at the Annual General Meeting through VC/OAVM will be made available on first come first served basis.

7. The notice of AGM along with Annual Report for 2025-2026 is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s) unless any member has requested for a physical copy of the same.

8. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DPID number, as the case may be.

9. This notice along with Annual Report for 2025-2026 is being sent to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories as on Tuesday 1st September, 2026

10. In case of joint holders attending the AGM, 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.

11. The person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on closing of Monday 21st September 2026 i.e. cut-off date only shall be entitled to vote at the meeting.

12. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

13. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management &Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website: www.aksharspintex.in for download.

14. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately the change in the residential status on return to India for permanent settlement.

15. Rule 3 of the Companies (Management and Administration) Rules 2014 mandates that the register of members of all companies should include details pertaining to email address, permanent account number (PAN) or CIN, unique identification number, if any; father's/mother's/ spouse's name, occupation, status, nationality; in case member is a minor, name of guardian and the date of birth of the member, and name and address of nominee.

All members are requested to update their details as aforesaid with their respective depository.

16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them.

17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

18. Members may pursuant to section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 file nomination in prescribed form SH-13 with the respective depository participant.

19. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.

20. For receiving all communication (including Annual Report) from the Company electronically Members are requested to register / update their email addresses with the relevant Depository Participant.

21. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before **Monday 21st September 2026** through email on cs@aksharspintex.in. The same will be replied by the Company suitably. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

22. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered Email Id mentioning their name, DP ID and Client ID / Folio No., PAN, Mobile No. to the Company at cs@aksharspintex.in before **Monday 21st September 2026.** Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers and Questions depending on the availability of time for the AGM.

23. The remote e-voting period begins on **Wednesday 23rd September 2026 at 9:00 A.M. and ends on Sunday 27th September 2026 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Monday 21st September 2026** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Monday 21st September 2026.**

24. CS Dipali Vora (FCS 21254) Practicing Company Secretary was appointed to work as a Scrutinizer for the online meeting scheduled to be held on 28th September 2026 by the Board of Director in their meeting held on Tuesday 1st September, 2026. She will submit her report to the Chairman/ Compliance Officer/ Authorized person with in prescribed time.

25. All the work related to share registry in terms of both physical and electronic are being conducted by Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited (RTA), A-802, Samudra Complex, Near Klassic Gold Hotel, Off C.G Road, Navrangpura, Ahmedabad – 380009 (Gujarat). The Shareholders are requested to send their communication to the aforesaid address.

26. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM, i.e., **Monday,** 28th September 2026**.**

27. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@aksharspintex.in.

28. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours 11:00 a.m. to 05:00 p.m. on any working days except Sunday, up to and including the date of the Annual General Meeting of the Company.

29. The Statutory Register under the Companies Act, 2013 (Register under Section 170, 189 and other section as required by the Companies Act, 2013) is available for inspection at the Registered Office of the Company during business hours between 11.00 am to 5.00 pm except on holidays and (The meeting is online).

30. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

1. Pursuant to the General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this /AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis . This will not include large Shareholders (Shareholders holding 2% or more shareholding), 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 served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secret arial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the /AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the /AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the /AGM has been uploaded on the website of the Company at

www.aksharspintex.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on **Wednesday 23rd September 2026 at 9:00 A.M. and ends on Sunday 27th September 2026 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Monday 21st September 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Monday 21st September 2026.**

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

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

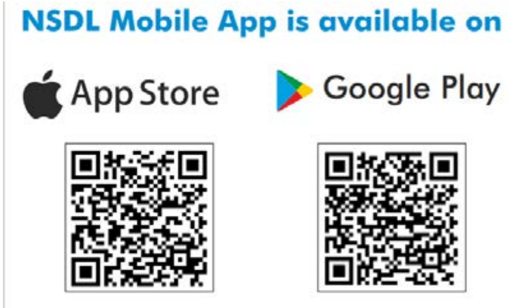
Step 1: Access to NSDL e-Voting system

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

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 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.	For OTP based login you can click on https://eservices.nsdl.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 & voting during the meeting. 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 or joining virtual meeting & voting during the meeting. 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 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 or joining virtual meeting & voting during the meeting.

	Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	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. 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 or joining virtual meeting & voting during the meeting. 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. 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. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) 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 or joining virtual meeting & voting during the meeting.

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 e-Voting and joining virtual meeting 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. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user 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.**

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 General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 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 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 dnvoraandassociates@yahoo.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 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 cs@aksharspintex.in

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 cs@aksharspintex.in. 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 and joining virtual meeting 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.

THE 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. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the /AGM. However, they will not be eligible to vote at the AGM.
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" 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 the 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 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.

5. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to the meeting mentioning their Name, Demat Account Number, Email Id, Mobile Number at cs@aksharspintex.in. The same will be replied by the company suitably.

6. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their requisition in advance at least 7 days prior to the meeting mentioning their Name, Demat Account Number, Email Id, Mobile Number at cs@aksharspintex.in.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Statement with respect to items under Special Business covered in the Notice of Meeting are given below:

Item No. 4. Payment of Remuneration to Cost Auditors for Financial Year 2026-2027:

The Board, on the recommendations of the Audit Committee, has approved the appointment and remuneration of M/s. Mitesh Suvagiya & Co., Cost Accountants as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027 at a Remuneration of Rs. 36,000/- (Rupees Thirty-Six Thousand Only) plus reimbursement of out-of-pocket expenses at actuals plus applicable taxes.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor needs to be ratified by the Members of the Company. Accordingly, approval of the members is requested for passing an Ordinary Resolution as set out at Item No. 4of the Notice for payment of the remuneration payable to the Cost Auditor to conduct audit of the Cost Records of the Company for the Financial Year ending March 31, 2027. Relevant documents in respect of the said item are available in Electronic Form for inspection by the Members of the Company up to the date of the Meeting.

None of the directors and key managerial personnel or their relatives are interested in the resolution as set out in item no. 4 of this notice.

The Board of Director recommended to pass the resolution as an Ordinary Resolution.

Item No. 5 – Approval of Remuneration of Mrs. Illaben Dineshbhai Paghdar (DIN: 07591339), Director of the Company, under Sections 197 and 198 read with Schedule V of the Companies Act, 2013.

Mrs. Illaben Dineshbhai Paghdar (DIN: 07591339) is a Director of the Company and has been associated with the management and affairs of the Company. Considering her contribution, responsibilities, experience and involvement in the overall management and operations of the

Company, the Board of Directors considers it appropriate to provide remuneration to her for the services rendered by her to the Company.

The Board of Directors, at its meeting held **on 1st September,2026**, upon the recommendation of the Nomination and Remuneration Committee, wherever applicable, approved the proposal for payment of remuneration to Mrs. Illaben Dineshbhai Paghdar for a period of three years commencing from 1st October 2026, subject to the approval of the Members by way of Special Resolution and such other approvals as may be required under applicable laws.

The proposed remuneration shall be up to ₹15,00,000/- (Rupees Fifteen Lakh only) per annum, inclusive of all perquisites and benefits, as may be determined by the Board from time to time within the overall limit approved by the Members.

The Company has been passing through challenging business and financial conditions and may have no profits or inadequate profits in certain financial years. Accordingly, the proposed remuneration is intended to be governed by the provisions of Sections 197 and 198 read with Schedule V of the Companies Act, 2013, including the provisions applicable in case of absence or inadequacy of profits.

The Board is of the view that the remuneration proposed to be paid to Mrs. Illaben Dineshbhai Paghdar is reasonable and commensurate with her responsibilities, contribution and involvement in the affairs of the Company and is in the interest of the Company.

The approval of the Members is therefore sought by way of Special Resolution for payment of remuneration to Mrs. Illaben Dineshbhai Paghdar for the period from 01 October 2026 to 30th September 2029, within the overall ceiling of ₹15,00,000/- per annum.

Illaben D. Paghdar (DIN: 07591339) and Mr. Harry Dineshbhai Paghdar (DIN: 11096100), her relative are interested in the resolution to the extent of remuneration payable. None of the other Directors, Key Managerial other than mentioned here are interested in the resolution as set out in item no. 5 of this notice
The Board of Directors and Nomination and Remuneration Committee recommends the Special Resolution set out at Item No. 5 for approval of the members.

A STATEMENT ALONG THIS NOTICE REFERRED TO IN CLAUSE (III) IS GIVEN TO THE SHAREHOLDERS CONTAINING THE FOLLOWING INFORMATION, NAMELY: -

I. General information:		
(1)	Nature of industry	Company is engaged in the business of manufacturing, trading, export and import of cotton yarn products. The Company operates in the spinning industry, catering to both domestic and international markets.
(2)	Date or expected date of commencement of commercial production	The Company has already commenced its commercial operations pursuant to its incorporation and continues to carry on its business activities on a going-concern basis.
(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, as the Company is not a new company and no project financed by financial institutions was approved through a prospectus.
(4)	Financial performance based on given indicators	The financial performance of the Company for the financial years ended March 31, 2026 and March 31, 2025, based on the key financial indicators, is as follows: Amt in Lakhs Particulars / FY 2025-26 / FY 2024-25 Revenue / 11728.12 / 11,676.91 Profit/(Loss) after Tax / (738.94) / (444.81) The financial performance of the Company over the preceding years has been impacted due to volatility in global cotton prices, fluctuating foreign exchange rates, geopolitical developments, and subdued demand in international markets. However, the Company has earned profits in earlier financial years and the management is taking continuous steps to improve operational efficiency, expand market reach, and enhance profitability.

Amt in Lakhs

Particulars	FY 2025-26	FY 2024-25
Revenue	11728.12	11,676.91
Profit/(Loss) after Tax	(738.94)	(444.81)

(5)	Foreign investments or collaborations, if any.	The Company does not have any foreign collaboration or direct foreign investment as on date.
II. Information about the appointee:		
(1)	Background details	**Ilaben Dineshbhai Paghdar**, aged 50 years, is an Executive Director of the Company and has been associated with the Company since 16th August, 2016. She has more than 10 years of experience in the cotton spinning industry. She is primarily responsible for overseeing the Human Resources (HR) function of the Company and contributes to the overall management and administration of the Company.
(2)	Past remuneration	8,92,000/-(Rupees Eight Lakhs Ninety Two Thousand) per month
(3)	Recognition or awards	Mrs. Illaben Dineshbhai Paghdar has not received any formal national or international awards or recognitions. However, her contribution to the Company is reflected through her involvement in the management and affairs of the Company.
(4)	Job profile and his suitability	Mrs. Illaben Dineshbhai Paghdar is primarily responsible for overseeing the **Human Resources (HR) function** of the Company and contributes to the overall management and administration of the Company. She is involved in matters relating to employee management, coordination of HR activities and administration, and supports the management in maintaining an effective and efficient organisational structure. Considering her experience, involvement and responsibilities in the management and administration of the Company, the Board considers her suitable for the proposed remuneration.

(5)	Remuneration proposed	₹15,00,000/- (Rupees Fifteen Lakhs only) per annum, inclusive of salary, perquisites, allowances and other benefits, as may be determined by the Board of Directors from time to time, within the overall limit approved by the Members.
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is considered reasonable and commensurate with the responsibilities entrusted to Mrs. Illaben Dineshbhai Paghdar, her experience and involvement in the management of the Company, and the prevailing remuneration levels in the industry and for comparable positions, having regard to the size and nature of operations of the Company.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [15][or other director], if any.	Mrs. Illaben Dineshbhai Paghdar is a Director of the Company and is related to Mr. Harry Dineshbhai Paghdar (DIN: 11096100), Executive Director of the Company.
III. Other information:		
(1)	Reasons of loss or inadequate profits	The Company is engaged in the production, process, deal, export and import of cotton yarn, operating in a business environment that is highly sensitive to global market conditions. The Company's performance is influenced by international demand–supply dynamics, volatility in global cotton prices, foreign exchange fluctuations, geopolitical developments, trade policies and logistics disruptions.
(2)	Steps taken or proposed to be taken for improvement	Company has undertaken and proposed several measures to improve its operational and financial performance, including rationalisation of costs through optimisation of power and raw material procurement and diversification of product mix with higher-margin cotton yarn and value-added products, strengthening of export marketing by expanding customer base and exploring new

		geographies, tighter working capital management through improved inventory control and faster receivable cycles, and renegotiation/restructuring of borrowings to reduce finance costs. The management is also focusing on improving capacity utilisation, enhancing quality standards to reduce rejections and wastage, and implementing stricter internal controls and periodic performance reviews to ensure sustainable profitability going forward.
(3)	Expected increase in productivity and profits in measurable terms	The management remains focused on stabilizing operations, improving efficiencies, reducing costs where possible and exploring opportunities to enhance revenue and profitability in a sustainable manner. However, it is difficult at this stage to quantify the benefits of the measures taken/ to be taken by the company to improve the overall performance

Item 6: RE-SEEKING APPROVAL FOR REMUNERATION OF MR. HARRY PAGHDAR (DIN: 11096100):

The Members of the Company are informed that Mr. Harry D. Paghdar (DIN: 11096100) was appointed as an Executive Director of the Company for a period of five years with effect from 18th February, 2026 to 17th February, 2031, pursuant to the approval of the Members through Postal Ballot.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), had earlier proposed payment of remuneration of **₹12,00,000/- (Rupees Twelve Lakhs only) per annum**, including salary, perquisites and allowances, to Mr. Harry D. Paghdar, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

However, the proposal for payment of the aforesaid remuneration was placed before the Members through Postal Ballot, and the resolution relating to approval of remuneration of Mr. Harry D. Paghdar was **not approved by the Members**, as the requisite majority was not obtained.

The Company is now **re-seeking approval of the Members** for payment of remuneration of **₹12,00,000/- per annum** to Mr. Harry D. Paghdar, including salary, perquisites and allowances, with effect from 01 October 2026 to 30th September, 2029 i.e 3 (Three), subject to the applicable provisions of the Companies Act, 2013, including Section 197 read with Schedule V, and the SEBI (LODR) Regulations, 2015.

The Company is engaged in the production, processing, dealing, export and import of cotton yarn and operates in a business environment which is highly sensitive to global market conditions. The Company's performance is influenced by international demand and supply dynamics, volatility in global cotton prices, foreign exchange fluctuations, geopolitical developments, changes in trade policies and logistics disruptions.

Although the Company has earned profits in earlier financial years, its profitability during the recent period has been adversely affected by unfavourable global economic conditions, volatility in overseas markets and disruption in international trade flows. These factors are largely external in nature and are beyond the control of the management.

In view of the aforesaid circumstances, the **Nomination and Remuneration Committee**, after considering the qualifications, experience, responsibilities and contribution of Mr. Harry D. Paghdar, as well as the prevailing business and financial conditions of the Company, has recommended that the proposed remuneration of ₹12,00,000/- per annum is reasonable and commensurate with the duties and responsibilities entrusted to him. The NRC has further recommended that the Company should re-seek the approval of the Members so that the remuneration may be paid in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013, including the provisions relating to payment of remuneration in case of loss or inadequacy of profits.

The **Board of Directors**, after considering the recommendation of the NRC, the responsibilities and role of Mr. Harry D. Paghdar as Executive Director, the business requirements of the Company, the prevailing financial position of the Company and the fact that the earlier remuneration proposal was not approved by the Members, is of the view that the proposed remuneration is fair, reasonable and in the interest of the Company. Accordingly, the Board has approved and recommended that the remuneration proposal be **resubmitted to the Members for their consideration and approval**.

The present proposal is therefore being placed before the Members by way of a **Special Resolution** to seek fresh approval for payment of remuneration to Mr. Harry D. Paghdar, including in the event of loss or inadequacy of profits, subject to the limits and conditions prescribed under the Companies Act, 2013 and Schedule V thereto.

The re-submission of the proposal is not intended to disregard the earlier decision of the Members. Rather, the Company is placing the proposal again before the Members in light of the continuing tenure and responsibilities of Mr. Harry D. Paghdar as Executive Director and the

Company's requirement to have a duly approved remuneration structure for the managerial personnel, particularly in circumstances of loss or inadequacy of profits.

Accordingly, the Board recommends the **Special Resolution** set out at Item No. 6 of the accompanying Notice for approval of the Members.

Justification for Remuneration despite Inadequate Profits

The proposed remuneration is considered reasonable, justified and commensurate with the duties and responsibilities entrusted to the Director. Considering the cyclical and globally sensitive nature of the cotton yarn business, the Board believes that strong and experienced executive leadership is essential for navigating market volatility and ensuring business continuity.

Mr. Harry Pagdhar, as Executive Director, plays a key role in Managing international trade relationships,

Overseeing pricing, procurement and export execution, mitigating risks arising from global market fluctuation. Accordingly, the proposed remuneration is justified and considered reasonable, necessary and in the interest of the Company, notwithstanding the inadequacy of profits.

The remuneration, if approved, shall be payable as minimum remuneration, notwithstanding the inadequacy of profits, for the 3 (three Years) i.e from 01st October 2026 to 30th September,2029 stated in the accompanying resolution.

Interest of Directors / KMP

Mr. Harry Dineshbhai Paghdar (DIN: 11096100), Executive Director, and Mrs. Illaben D. Paghdar (DIN: 07591339) his relative are interested in the resolution to the extent of remuneration payable. None of the other Directors, Key Managerial other than mentioned here are interested in the proposed resolution.

The Board of Directors and Nomination and Remuneration Committee recommends the Special Resolution set out at Item No. 6 for approval of the members.

A STATEMENT ALONG THIS NOTICE REFERRED TO IN CLAUSE (III) IS GIVEN TO THE SHAREHOLDERS CONTAINING THE FOLLOWING INFORMATION, NAMELY: -

<table>
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<tr><td>(3)</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>Not Applicable, as the Company is not a new company and no project financed by financial institutions was approved through a prospectus.</td></tr>
<tr><td>(4)</td><td>Financial performance based on given indicators</td><td>The financial performance of the Company for the financial years ended March 31, 2026 and March 31, 2025, based on the key financial indicators, is as follows:
Amt in Lakhs<table><tr><th>Particulars</th><th>FY 2025-26</th><th>FY 2024-25</th></tr><tr><td>Revenue</td><td>11728.12</td><td>11,676.91</td></tr><tr><td>Profit/(Loss) after Tax</td><td>(738.94)</td><td>(444.81)</td></tr></table>
The financial performance of the Company over the preceding years has been impacted due to volatility in global cotton prices, fluctuating foreign exchange rates, geopolitical developments, and subdued demand in international markets. However, the Company has earned profits in earlier financial years and the management is taking continuous steps to improve operational efficiency, expand market reach, and enhance profitability.</td></tr>
<tr><td>(5)</td><td>Foreign investments or collaborations, if any.</td><td>The Company does not have any foreign collaboration or direct foreign investment as on date.</td></tr>
<tr><td colspan="2"></td><td></td></tr>
<tr><th colspan="3">II. Information about the appointee:</th></tr>
<tr><td>(1)</td><td>Background details</td><td>Mr. Harry Paghdar, aged 28 years, a results-driven and technically proficient B.Tech Engineering graduate with over 5 years of hands-on experience in the cotton industry. Demonstrated expertise in production operations, quality control, process</td></tr>
</table>

		optimization, and machinery maintenance within textile and cotton processing environments. Skilled in managing end-to-end operations, improving productivity, and ensuring compliance with industry standards. Adept at working in high-pressure settings and collaborating with cross-functional teams to meet organizational goals and to leverage my technical background and industry experience to contribute to the efficiency, quality, and growth of a progressive organization in the textile or cotton sector.
(2)	Past remuneration	53000/-(Rupees Fifty-Three Thousand) per month
(3)	Recognition or awards	Mr. Harry Pagdhar has not received any formal national or international awards or recognitions. However, he is widely recognized within the organization and by business associates for his consistent performance, operational leadership, and contribution to business development. Mr. Harry Pagdhar's experience and proven capabilities constitute sufficient merit for his proposed appointment as Executive Director
(4)	Job profile and his suitability	Mr. Harry Pagdhar, as Executive Director, plays a key role in Managing overseeing pricing, procurement and export execution, Mitigating risks arising from global market fluctuation
(5)	Remuneration proposed	₹ 1,00,000/- (Rupees One Lakh only) per month, aggregating to ₹ 12,00,000/- (Rupees Twelve Lakh only) per annum.
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed to be paid to is commensurate with the experience, qualification and responsibilities entrusted to him by the Board and as prevailing in the local industry.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [15][or other director], if any.	Relationship with Executive director- Mrs. Illaben D. Paghdar. Other than her no relationship with other Directors, Manager and Key Managerial Personal
III. Other information:		
(1)	Reasons of loss or inadequate profits	The Company is engaged in the production, process, deal, export and import of cotton yarn, operating in a business environment that is highly sensitive to global market conditions. The Company's performance is influenced by international demand–supply dynamics, volatility in global cotton prices,

		foreign exchange fluctuations, geopolitical developments, trade policies and logistics disruptions.
(2)	Steps taken or proposed to be taken for improvement	Company has undertaken and proposed several measures to improve its operational and financial performance, including rationalisation of costs through optimisation of power and raw material procurement and diversification of product mix with higher-margin cotton yarn and value-added products, strengthening of export marketing by expanding customer base and exploring new geographies, tighter working capital management through improved inventory control and faster receivable cycles, and renegotiation/restructuring of borrowings to reduce finance costs. The management is also focusing on improving capacity utilisation, enhancing quality standards to reduce rejections and wastage, and implementing stricter internal controls and periodic performance reviews to ensure sustainable profitability going forward.
(3)	Expected increase in productivity and profits in measurable terms	The management remains focused on stabilizing operations, improving efficiencies, reducing costs where possible and exploring opportunities to enhance revenue and profitability in a sustainable manner. However, it is difficult at this stage to quantify the benefits of the measures taken/ to be taken by the company to improve the overall performance

ITEM NO.7 : RE-APPOINTMENT OF MR. PARSHOTAM LAKHABHAI VASOYA (DIN: 09229252) AS AN INDEPENDENT DIRECTOR

The Members of the Company are informed that Mr. Parshotam Lakhabhai Vasoya (DIN: 09229252) was appointed as an Independent Director of the Company for a first term and his term of office expired on 22nd August, 2026.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), has considered the performance, contribution, experience, knowledge and expertise of Mr. Parshotam Lakhabhai Vasoya and is of the opinion that his continued association with the Company would be beneficial to the Company.

Accordingly, based on the recommendation of the NRC, the Board of Directors at its meeting held on **1st September,2026** has recommended the re-appointment of Mr. Parshotam Lakhabhai Vasoya as an Independent Director for a second and final term of five consecutive years commencing from 28th September, 2026 and ending on 27th September, 2031, subject to approval of the Members of the Company.

Mr. Parshotam Lakhabhai Vasoya has submitted the requisite declarations and confirmations, including a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and that he is not disqualified from being appointed as a Director under the Act. He has also confirmed that he is not aware of any circumstance or situation which exists or may reasonably be anticipated to impair or impact his ability to discharge his duties as an Independent Director of the Company.

The Company has also received the requisite consent, disclosures and declarations from Mr. Parshotam Lakhabhai Vasoya as required under the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

In the opinion of the Board, Mr. Parshotam Lakhabhai Vasoya fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for his re-appointment as an Independent Director and is independent of the management of the Company.

In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of up to five consecutive years and shall be eligible for re-appointment for another term of up to five consecutive years on passing of a special resolution by the Company. The proposed re-appointment is for a second and final term of five consecutive years.

Justification for Resubmission of the Proposal

The Nomination and Remuneration Committee ("NRC"), after taking into consideration the qualifications, professional experience, knowledge, skills, integrity and overall suitability of Mr. Parshotam Lakhabhai Vasoya, has undertaken a fresh review of his candidature and is of the considered view that his continued association with the Company as an Independent Director would be beneficial to the Company and its stakeholders.

In its fresh evaluation, the NRC has considered the present composition of the Board and the need to maintain an appropriate mix of skills, experience, knowledge and independent judgement. The NRC is of the opinion that Mr. Parshotam Lakhabhai Vasoya possesses the requisite experience, expertise and understanding to contribute meaningfully to the deliberations of the Board and its Committees.

The NRC has also taken note of the fact that the earlier resolution concerning his appointment was not approved by the Members. Accordingly, the NRC has independently reconsidered his candidature, taking into account the current requirements of the Company, the composition of the Board and the continuing need for effective independent oversight. Upon such reconsideration, the NRC has reaffirmed its recommendation for his appointment.

The Board of Directors, after considering the recommendation of the NRC, has independently reviewed the candidature of Mr. Parshotam Lakhabhai Vasoya and is satisfied that his appointment would be in the best interests of the Company and its stakeholders.

The Board is of the view that his appointment would further strengthen the independent oversight of the Company and bring an objective and balanced perspective to the Board’s deliberations, particularly in areas relating to business strategy, corporate governance, risk management, financial and commercial matters and regulatory compliance.

The Board has further considered the requirement to maintain an appropriate balance of Executive, Non-Executive and Independent Directors and believes that the appointment of Mr. Parshotam Lakhabhai Vasoya would contribute to the effective and efficient functioning of the Board and its Committees.

In view of the above, the NRC recommends, and the Board endorses, the resubmission of the proposal for appointment of Mr. Parshotam Lakhabhai Vasoya as an Independent Director for a period of five consecutive years, for consideration and approval of the Members by way of Special Resolution.

None of the Directors, Key Managerial Personnel (“KMP”) of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolution set out at **Item No. 7** for approval of the Members.

ITEM NO. 8 APPOINTMENT OF MR. SURESHKUMAR CHATURBHAI GAJERA (DIN: 11106779) AS AN INDEPENDENT DIRECTOR

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee (“NRC”), proposes the appointment of Mr. Sureshkumar Chaturbhai Gajera (DIN: 11106779) as an Independent Director of the Company for a term of five consecutive years commencing from the date of this Annual General Meeting.

Mr. Sureshkumar Chaturbhai Gajera was earlier appointed by the Board of Directors as an Additional Director in the capacity of an Independent Director with effect from 21st May, 2025. His appointment as an Independent Director was placed before the members of the Company for approval at the previous Annual General Meeting; however, the resolution seeking such approval was not passed by the shareholders.

The Board considers that the appointment of Mr. Sureshkumar Chaturbhai Gajera as an Independent Director would be in the best interests of the Company.

The proposed appointment is expected to strengthen the Board's independent oversight and provide an objective perspective on matters relating to business strategy, governance, risk management, financial and commercial matters and regulatory compliance.

The Board has also considered the requirement to maintain an appropriate balance of executive, non-executive and independent directors and believes that the appointment of Mr. Sureshkumar Gajera would contribute to effective functioning of the Board and its Committees.

The NRC, after evaluating his qualifications, experience, skills, knowledge and suitability, has recommended his appointment to the Board. The Board, after considering the recommendation of the NRC, is satisfied that Mr. Gajera possesses the requisite qualifications, expertise and experience and is suitable for appointment as an Independent Director.

Justification for Resubmission of the Proposal

The NRC, after taking into consideration the qualifications, professional experience, knowledge, skills, integrity and suitability of Mr. Sureshkumar Chaturbhai Gajera, has reviewed his candidature afresh and is of the view that his association with the Company as an Independent Director would be beneficial to the Company.

The NRC has specifically considered the need for an appropriate mix of skills, experience and independent judgement on the Board and is of the opinion that Mr. Sureshkumar Chaturbhai Gajera possesses the requisite expertise and experience to contribute effectively to the deliberations of the Board and its Committees.

The NRC has further noted that the earlier resolution relating to his appointment was not approved by the Members and has, after such non-approval, independently reconsidered his candidature and the continuing requirement for an Independent Director on the Board. Upon such reconsideration, the NRC has reaffirmed its recommendation for his appointment.

The Board, after considering the recommendation of the NRC, has also independently reviewed the candidature of Mr. Sureshkumar Chaturbhai Gajera and is satisfied that his appointment would be in the best interests of the Company and its stakeholders.

The Board is of the view that the proposed appointment would strengthen the independent oversight of the Company and provide an objective perspective on matters relating to business strategy, corporate governance, risk management, financial and commercial matters and regulatory compliance.

The Board has also considered the requirement to maintain an appropriate balance of executive, non-executive and independent directors and believes that the appointment of Mr. Sureshkumar Chaturbhai Gajera would contribute to the effective functioning of the Board and its Committees.

Accordingly, the NRC recommends and the Board endorses the resubmission of the proposal for appointment of Mr. Sureshkumar Chaturbhai Gajera as an Independent Director for a period of five consecutive years for consideration and approval of the Members.

None of the directors and /or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the above resolution.
The Board recommends the Special Resolution set out at Item No. 8 for approval of the Members.

ITEM NO. 9 RE-APPOINTMENT OF MR. HARIKRUSHNA SHAMJIBHAI CHAUHAN (DIN: 07710106) AS CHAIRMAN CUM WHOLE TIME DIRECTOR AND APPROVAL OF REMUNERATION UNDER SECTION 196 AND 197 READ WITH SCHEDULE V OF THE COMPANIES ACT, 2013:

Mr. Harikrushna Shamjibhai Chauhan (DIN: 07710106) is engaged with the Company since 17th January 2017 considering the devotion of time and dedication towards work, the Board of Directors consider him as a fit and proper person to act as a Chairman cum Whole-time Director. He had previously appointed as a Chairman cum Whole-time Director for the company for 3 Years w.e.f 08th January 2024. His term of appointment will be ending on 07th January 2027. Now therefore it is required to re-appoint him as a Chairman Cum Whole Time Director in Annual General Meeting for further term of 3 (Three) year w.e.f 08th January 2027 to 07th January 2030. The present proposal is for seeking members' approval for the re-appointment of Mr. Harikrushna Shamjibhai Chauhan (DIN: 07710106) as a Chairman cum Whole Time Director and approval of his remuneration as per applicable provision of the Companies Act, 2013 read with Schedule V.

The Board of Directors of the Company at its meeting held on 1st September, 2026 has, subject to approval of the members, appoint him as a Chairman cum Whole Time Director and approve the remuneration up to Rs. 30,00,000/- (Rupees Thirty Lacs) per annum subject to change as per profitability of the Company. The remuneration including benefits, amenities shall nevertheless be paid and allowed to Mr. Harikrushna Shamjibhai Chauhan (DIN: 07710106) as remuneration for any financial year in case of absence or inadequacy of profits for such year. Further this resolution is also authorised to pay the remuneration in excess of individual limit as specified in section 197 of the Companies Act, 2013.

None of the directors and /or Key Managerial Personnel of the Company and their relatives, except Mr. Harikrushna Shamjibhai Chauhan and his relatives, are in any way concerned or interested in the appointment of Chairman cum Whole Time Director of the Company. The Board recommends the Special Resolution as set out at item no. 9 for approval by the Members.

A STATEMENT ALONG THIS NOTICE REFERRED TO IN CLAUSE (III) IS GIVEN TO THE SHAREHOLDERS CONTAINING THE FOLLOWING INFORMATION, NAMELY: -

I. General information:		
(1)	Nature of industry	Company is engaged in the business of manufacturing, trading, export and import of cotton yarn products. The Company operates in the spinning industry, catering to both domestic and international markets.
(2)	Date or expected date of commencement of commercial production	The Company has already commenced its commercial operations pursuant to its incorporation and continues to carry on its business activities on a going-concern basis.

(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, as the Company is not a new company and no project financed by financial institutions was approved through a prospectus.
(4)	Financial performance based on given indicators	The financial performance of the Company for the financial years ended March 31, 2026 and March 31, 2025, based on the key financial indicators, is as follows: Amt in Lakhs <table><tr><th>Particulars</th><th>FY 2025-26</th><th>FY 2024-25</th></tr><tr><td>Revenue</td><td>11728.12</td><td>11,676.91</td></tr><tr><td>Profit/(Loss) after Tax</td><td>(738.94)</td><td>(444.81)</td></tr></table> The financial performance of the Company over the preceding years has been impacted due to volatility in global cotton prices, fluctuating foreign exchange rates, geopolitical developments, and subdued demand in international markets. However, the Company has earned profits in earlier financial years and the management is taking continuous steps to improve operational efficiency, expand market reach, and enhance profitability.
(5)	Foreign investments or collaborations, if any.	The Company does not have any foreign collaboration or direct foreign investment as on date.
II. Information about the appointee:		
(1)	Background details	He has 9 years' experience in the cotton spinning business. It would be in the interest of the Company to continue to avail of his considerable expertise and to appoint him as a Chairman cum whole Time Director. He is responsible for Framework for Operational Planning and Business Development & marketing. He is responsible for setting the ultimate direction for the Business Development, for reviewing, understanding, assessing, and approving specific strategic directions and initiatives; and for assessing and understanding the issues, forces, and risks that define and drive the company's long-term performance. He is a reason for the smooth and profitable operation of a company's affairs. He supervises and provides direction to

		management on strategic Business development & sustainability. He is also responsible to perform such other duties as may from time to time be entrusted by the board.
(2)	Past remuneration	12,00,000/-(Rupees Twelve Lakhs Only) per month
(3)	Recognition or awards	Mr. Harikrushna Shamjibhai Chauhan has not received any formal national or international awards or recognitions. However, his contribution to the Company is reflected through his continued involvement in the management and affairs of the Company.
(4)	Job profile and his suitability	He is responsible for Framework for Operational Planning and Business Development & marketing. He is responsible for setting the ultimate direction for the Business Development, for reviewing, understanding, assessing, and approving specific strategic directions and initiatives; and for assessing and understanding the issues, forces, and risks that define and drive the company's long-term performance. He is a reason for the smooth and profitable operation of a company's affairs. He supervises and provides direction to management on strategic Business development & sustainability. He is also responsible to perform such other duties as may from time to time be entrusted by the board.
(5)	Remuneration proposed	₹30,00,000/- (Rupees Thirty Lakhs only) per annum.
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is considered reasonable and commensurate with the responsibilities entrusted to Mr. Harikrushna Shamjibhai Chauhan, his experience and involvement in the management of the Company, and the prevailing remuneration levels in the industry and for comparable positions, having regard to the size, nature and scale of operations of the Company.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mr. Harikrushna Shamjibhai Chauhan has no pecuniary relationship, directly or indirectly, with the Company, other than his remuneration and other benefits received in his capacity as Chairman-cum-Whole Time Director. He does not have any relationship with the managerial personnel or other Directors of the Company.

III. Other information:		
(1)	Reasons of loss or inadequate profits	The Company is engaged in the production, process, deal, export and import of cotton yarn, operating in a business environment that is highly sensitive to global market conditions. The Company's performance is influenced by international demand–supply dynamics, volatility in global cotton prices, foreign exchange fluctuations, geopolitical developments, trade policies and logistics disruptions.
(2)	Steps taken or proposed to be taken for improvement	Company has undertaken and proposed several measures to improve its operational and financial performance, including rationalisation of costs through optimisation of power and raw material procurement and diversification of product mix with higher-margin cotton yarn and value-added products, strengthening of export marketing by expanding customer base and exploring new geographies, tighter working capital management through improved inventory control and faster receivable cycles, and renegotiation/restructuring of borrowings to reduce finance costs. The management is also focusing on improving capacity utilisation, enhancing quality standards to reduce rejections and wastage, and implementing stricter internal controls and periodic performance reviews to ensure sustainable profitability going forward.
(3)	Expected increase in productivity and profits in measurable terms	The management remains focused on stabilizing operations, improving efficiencies, reducing costs where possible and exploring opportunities to enhance revenue and profitability in a sustainable manner. However, it is difficult at this stage to quantify the benefits of the measures taken/ to be taken by the company to improve the overall performance

By order of the Board of Directors, **AKSHAR SPINTEX LIMITED**

HARIKRUSHNA S. CHAUHAN
Chairman cum Whole Time Director
DIN: 07710106
Place: Haripar (Jamnagar)
Date: 1st September, 2026

Registered Office :
Revenue Survey No.102/2 Paiki, Plot No. – 2,
Village: Haripar, Ranuja Road.,Tal: Kalavad. Jamnagar – 361013.

Annexure-1

DISCLOSURES AS REQUIRED UNDER REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following disclosures are made pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in connection with the proposed appointment of M/s. H. Jamnadas & Company, Chartered Accountants (Firm Registration No. 104033W) as the Statutory Auditors of the Company:

1. Proposed Fees and Terms of Appointment:

M/s. H. Jamnadas & Company, Chartered Accountants, shall be appointed as the Statutory Auditors of the Company for a term of five consecutive years, commencing from the conclusion of the ensuing Annual General Meeting and continuing until the conclusion of the Annual General Meeting to be held in the year 2031.

The proposed remuneration payable to the Statutory Auditors for the financial year 2026-27 shall be Rs. 5,00,000/- (Rupees Five Lakhs Only) plus applicable taxes and reimbursement of reasonable out-of-pocket expenses, as may be mutually agreed between the Board of Directors and the Statutory Auditors.

The remuneration for subsequent financial years during their tenure shall be determined by the Board of Directors in consultation with the Statutory Auditors.

2. Material Change in Fees and Rationale:

Since **M/s. H. Jamnadas & Company** is proposed to be appointed as the new Statutory Auditor in place of the retiring Statutory Auditor, **M/s. H. B. Kalaria & Associates**, the proposed audit fee is Rs. 5,00,000/ (Rupees Five Lakhs Only)- as against Rs.4,50,000/- (Rupees Four Lakhs Fifty Thousand Only) paid to the outgoing Statutory Auditor for the previous financial year.

The increase in the proposed audit fee is primarily attributable to the level of professional expertise involved, and the overall responsibilities associated with conducting the statutory audit of the Company. The proposed fee has been mutually determined by the Company and the proposed Statutory Auditor after considering the above factors and the prevailing professional fee structure.

3. Basis of Recommendation:

The Audit Committee, after considering the qualifications, experience, professional competence, expertise, resources and suitability of M/s. H. Jamnadas & Company, Chartered Accountants, and after satisfying itself regarding their eligibility and independence, has recommended their appointment as Statutory Auditors of the Company.

The Board of Directors, based on the recommendation of the Audit Committee, recommends the appointment of M/s. H. Jamnadas & Company, Chartered Accountants, as Statutory Auditors of the Company for approval of the Members.

4. Credentials of the Proposed Auditor:

M/s. H. Jamnadas & Company, Chartered Accountants, is a firm of Chartered Accountants in Rajkot, having Firm Registration No. 104033W. The firm possesses the requisite professional expertise and experience in the field of statutory audit, accounting, taxation and related professional services.

The proposed Statutory Auditors have confirmed their eligibility and consent to act as Statutory Auditors of the Company and have confirmed that their appointment, if approved, shall be in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

5. Other Information:

There is no material relationship between M/s. H. Jamnadas & Company and the Company, its Directors or Key Managerial Personnel, except to the extent of their professional engagement as Statutory Auditors, if appointed.

The Board recommends the Ordinary Resolution set out in Item No. [3] of the accompanying Notice for approval of the Members.

Information on Director retiring by rotation Mrs. Ilaben Dineshbhai Paghdar and Re-Appointment of Mr Harikrushna Samjibhai Chauhan as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 as prescribed by ICSI.

Sr. No.	Particulars	Information	
01	Name of Director	Ilaben Dineshbhai Paghdar	Mr Harikrushna Samjibhai Chauhan
02	Director Identification Number	07591339	07710106
03	Category of Directorship	Executive Director	Chairman Cum Wholetime director
04	Date of Birth	23/07/1976	04/12/1967
05	Date of First Appointment	16/08/2016	17/01/2017
06	Brief Resume, qualification, experience of Director	**Ilaben Dineshbhai Paghdar**, aged 50 years, is an Executive Director of the Company and has been associated with the Company since 16th August, 2016. She has more than 10 years of experience in the cotton spinning industry. She is primarily responsible for overseeing the Human Resources (HR) function of the Company and contributes to the overall	He has 9 years' experience in the cotton spinning business. It would be in the interest of the Company to continue to avail of his considerable expertise and to appoint him as a Chairman cum whole Time Director. He is responsible for Framework for Operational Planning and Business Development & marketing. He is responsible for setting the ultimate

		management and administration of the Company.	direction for the Business Development, for reviewing, understanding, assessing, and approving specific strategic directions and initiatives; and for assessing and understanding the issues, forces, and risks that define and drive the company's long-term performance. He is a reason for the smooth and profitable operation of a company's affairs. He supervises and provides direction to management on strategic Business development & sustainability. He is also responsible to perform such other duties as may from time to time be entrusted by the board.
07	Disclosure of relationships between Directors inter-se	Ilaben Dineshbhai Paghdar is related to **Mr. Harry D. Paghdar**, Executive Director of the Company. Apart from the above, there are **no other relationships between the Directors inter-se**.	NA
08	Names of listed entities in which the person also holds the Directorship	Except Akshar Spintex Limited, she does not hold directorship in any Listed Company.	Except Akshar Spintex limited, he does not hold directorship in any Listed Company.
09	Chairman/Member of the Committees of the Board of Directors of the Company.	Membership in Committee - 4 Chairmanship in Committee 1	Member in 3 Committee and chairman in 1 committee
10	The membership/ chairman of Committees of the board	1. Audit Committee-Member 2. Stakeholder's Relationship Committee – Member 3. Risk Management Committee – Member 4. Corporate Social Responsibility Committee – Member 5. Internal Complaints Committee for Sexual Harassment Complaints Redressal - Chairman	1. Complaints Committee for Sexual Harassment Complaints Redressal- Member 2. Corporate Social Responsibility Committee- Member 3. Risk Management committee-Chairman 4.Stakeholder Relationship Committee- Member
11	Disclosure of Disqualification	she is not disqualified from being appointed as a director	He is not disqualified from being appointed as a director.
12	No. of Shares held in the Company as on 31st March, 2026	9,00,000	768476 Shares

13	Terms and conditions for appointment/re-appointment	Executive Director, not liable to retire by rotation	Substantial Terms and Conditions of Appointment are as under: 1) Tenure of re-appointment shall be Three years with effect from January 08, 2027. 2) Chairman cum Whole Time Director shall be liable to retire by rotation 3) Remuneration up to Rs. 30,00,000/- (Rupees Thirty Lacs) per annum subject to change as per profitability of the Company i.e. the Board of Directors can mutually reduce the remuneration on the base of financial performance of the company subject to upper limit of Rs. 30,00,000 Per Annum. The remuneration including benefits, amenities shall nevertheless be paid and allowed as remuneration for any financial year in case of absence or inadequacy of profits for such year. 4) The Company shall pay any remuneration to the Chairman cum Whole Time Director as per the decision of the Board of Director which should be as prescribed by the Companies Act, 2013 or any modification or alteration or replacement of the Such Act. 5) The Chairman cum Whole Time Director shall be entitle to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to the other employees of the Company and as may be decided by the Board, within the overall limits of Rs. 30,00,000 per annum as specified. 6) The Company shall reimburse of actual expenses incurred by the Chairman cum Whole Time

			Director in connection with the company's business. Either party shall terminate this employment by giving to the other advance notice of three months.
14	Proposed Remuneration Approved	15,00,000/- per annum	30,00,000/- per annum
15	Remunerations Last drawn	8,92,000/- per annum	12,00,000/- per annum
16	Number of Board Meetings attended during the year	16	16
17	Justification for choosing the Independent Director	Not Applicable	Not Applicable
18	Listed Entities from which the Director has resigned in past 3 years	Nil	Nil
19	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Limited Circular with ref. no. NSE/ CML/2018/24, both dated 20th June, 2018.	Mrs. Ilaben Dineshbhai Paghdar is not debarred from holding the office of director by virtue of any SEBI order or any such authority	Mr Harikrushna Samjibhai Chauhan is not debarred from holding the office of director by virtue of any SEBI order or any such authority

By order of the Board of Directors,
AKSHAR SPINTEX LIMITED

HARIKRUSHNA S. CHAUHAN
Chairman cum Whole Time Director
DIN: 07710106

Place: Haripar (Jamnagar)
Date: 1st September, 2026

Information of directors seeking appointment/re-appointment at the ensuing annual general meeting of the company as per Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard – 2:

Sr. No.	Particulars	Information	
01	Name of Director	Sureshkumar Chaturbhai Gajera	Parshotam Lakhabhai Vasoya
02	Director Identification Number	11106779	09229252
03	Category of Directorship	Non-Executive Independent Director	Non-Executive Independent Director
04	Date of Birth	01/01/1980	04/06/1980
05	Date of First Appointment	21/05/2025	23/08/2021
06	Brief Resume, qualification, experience of Director	Mr Sureshkumar Chaturbhai Gajera, Experienced and detail-oriented professional with a B.Com degree and Post Graduate Diploma in Computer Applications (PGDCA), bringing over 11 years of extensive experience in the cotton industry. Proven track record in managing commercial operations, procurement, inventory control, logistics, and administrative functions. Adept at using technology to streamline processes and support decision-making. Strong understanding of cotton market dynamics, quality assessment, and supply chain coordination.	Mr. Parshotam (As per DIN) Lakhabhai Vasoya aged 45 years, he has completed B.com from Saurashtra University. He is a Partner of Vishwas Polymers since last 22 years. He has 22 years' rich and varied experience in the plastic industry. He is expert in effective Management of Organization and providing the ultimate direction to the business.
07	Disclosure of relationships between Directors inter-se	No relationship with other Director, Manager and Key Managerial Personnel.	No relationship with other Director, Manager and Key Managerial Personnel.
08	Names of listed entities in which the person also holds the Directorship	Except Akshar Spintex Limited, he does not hold directorship in any Listed Company.	Except Akshar Spintex Limited, he does not hold directorship in any Listed Company.
09	Chairman/Member of the Committees of the Board of Directors of the Company. #	Membership in Committee - 2 Chairmanship in Committee -0	Membership in Committee - 2 Chairmanship in Committee -2

10	The membership/ chairman of Committees of the board	1. Audit Committee- Member-Member 2. Nomination and Remuneration Committee-member.	1. Audit Committee- Member-Member 2. Nomination and Remuneration Committee-member. 3. Stakeholder Relationship Committee- Chairman 4. Corporate Social Responsibility Committee – Chairman
11	Disclosure of Disqualification	he is not disqualified from being appointed as a director	he is not disqualified from being appointed as a director
12	No. of Shares held in the Company as on 31st March, 2026	1236	Nil
13	Terms and conditions for appointment/re-appointment	Independent Director, not liable to retire by rotation	Independent Director, not liable to retire by rotation
14	Proposed Remuneration Approved	Not applicable	Not applicable
15	Remunerations Last drawn	Not Applicable	Not Applicable
16	Number of Board Meetings attended during the year	3	16
17	Justification for choosing the Independent Director	The appointment of Mr. Suresh Chaturbhai Gajera as an Independent Director is based on his qualifications, knowledge, experience and expertise, which are considered relevant and beneficial to the Company. The Board is of the opinion that his association would contribute to the Company's governance, strategic oversight and informed decision-making. He fulfils the criteria of independence prescribed under the Companies Act, 2013 and the applicable SEBI Listing Regulations.	The re-appointment of Mr. Parshotam Lakhabhai Vasoya as an Independent Director is based on his experience, knowledge, skills and expertise, which are considered valuable to the Company. His experience and independent perspective enable him to provide objective guidance to the Board and contribute effectively to the Company's governance, strategic decision-making and overall business affairs. The Board is of the opinion that his continued association as an Independent Director would be in the best interests of the Company. He fulfils the criteria of independence prescribed under the Companies Act, 2013 and the

			applicable SEBI Listing Regulations.
18	Listed Entities from which the Director has resigned in past 3 years	Nil	Nil
19	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Limited Circular with ref. no. NSE/ CML/2018/24, both dated 20th June, 2018.	Mr Sureshkumar Gajera is not debarred from holding the office of director by virtue of any SEBI order or any such authority	Mr Parsottambhai Lakhabhai Vasoya is not debarred from holding the office of director by virtue of any SEBI order or any such authority

By order of the Board of Directors,
AKSHAR SPINTEX LIMITED

HARIKRUSHNA S. CHAUHAN
Chairman cum Whole Time Director
DIN: 07710106

Place: Haripar (Jamnagar)
Date: 1st September, 2026