

SIL INVESTMENTS LIMITED

(CIN: L17301RJ1934PLC002761)

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

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POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

NOTICE is hereby given to the Members of SIL Investments Limited (the "Company"), pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (the "Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "Listing Regulations, 2015"), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (SS-2) read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023, 9/2024 dated 19th September, 2024 and 03/2025 dated 22nd September, 2025 (collectively referred to as '**MCA Circulars**') and all other applicable provisions framed under the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, that the Company is seeking consent of the Members of the Company by means of Postal Ballot, to the resolutions appended below, proposed to be passed through Postal Ballot by voting through electronic means only (remote e-voting).

As permitted under the MCA Circulars, the Notice of Postal Ballot is being sent in electronic form only to those Members whose e-mail addresses are registered with the Company / Depositories.

If your e-mail address is not registered with the Company / Depositories, please follow the process provided in the Notes of the Notice to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communications of the assent or dissent of the Members would only take place through the remote-e-voting system. In compliance with the requirements of the MCA Circulars, the hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

The proposed resolutions and the Explanatory Statement pertaining to the resolutions in terms of the provisions of Section 102 of the Act, as appended hereto, forms part of this Postal Ballot Notice.

The Company has appointed Mr. Rajendra Chouhan of M/s. CSM & Co., Practicing Company Secretaries (FCS: 5118 & COP No. 3726), as Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, 2015, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast

their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice.

The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating e-voting. **Voting through remote e-voting commences from Friday, 28th November, 2025 at 9:00 A.M. IST and ends on Saturday, 27th December, 2025 at 5:00 P.M. IST. The e-voting module shall be disabled by NSDL for voting after 27th December, 2025 (05:00 P.M. IST). The Scrutinizer's decision on the validity of votes shall be final.**

The Scrutinizer will submit the Report to the Chairman or any of the Director or the Company Secretary of the Company upon completion of the scrutiny of the votes cast through remote e-voting. **The result of the Postal Ballot shall be declared on or before Monday, 29th December, 2025.**

The proposed resolutions as set out herein below, shall be deemed to be passed on the last day of the Postal Ballot voting period i.e., 27th December, 2025, as if the same had been passed at a General Meeting of the Members convened in that behalf.

The results along with the Scrutinizer's Report will be posted on the Company's website, viz. www.silinvestments.in and also on the website of NSDL, viz., www.evoting.nsdl.com in addition to being communicated to the BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com where the Company's shares are listed.

Special Business:

1. APPOINTMENT OF MR. SURESH KUMAR KHANDELIA (DIN: 00373797) AS AN INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the rules made thereunder and Regulation 17 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015), [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], Mr. Suresh Kumar Khandelia (DIN: 00373797), who is eligible for appointment as an Independent Director and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing its candidature for the office of Director, be and is hereby appointed as an

Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 01st January, 2026 to 31st December, 2030 (both days inclusive) on the Board of the Company.

RESOLVED FURTHER THAT any one Director / Company Secretary of the Company be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. TO APPROVE GRANTING OF LOAN TO A RELATED PARTY BEING A MATERIAL RELATED PARTY TRANSACTION

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

"RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015") read with Industry Standards on related party transactions notified by SEBI (as amended till date), the applicable provisions of the Companies Act, 2013 ("Act") read-with rules made thereunder, any other applicable rules, regulations, guidelines and other provisions of law, if any, (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force) and in accordance with the Company's policy on dealing with Related Party Transactions and based on the approval of the Audit Committee and recommendation of the Board of Directors, approval of the Members of the Company be and is hereby accorded to the Company to enter into loan contracts / arrangements / transactions, deemed to be "Material Related Party Transactions", with Sutlej Textiles and Industries Limited, a related party, the details of which are more particularly set out in the Explanatory Statement of this Notice, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 50,00,00,000/- (Rupees Fifty Crore only), provided that the said contract(s) / arrangement(s) / transaction(s) so carried out shall be at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as they may deem fit in their absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.

RESOLVED FURTHER THAT any one Director or Company Secretary of the Company be and is hereby authorized to

file necessary forms with the Registrar of Companies in this regard."

3. TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S)

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

"RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015") read with Industry Standards on related party transactions notified by SEBI (as amended till date), the applicable provisions of the Companies Act, 2013 ("Act") read-with rules made thereunder, any other applicable rules, regulations, guidelines and other provisions of law, if any, (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force) and in accordance with the Company's policy on dealing with Related Party Transactions and based on the approval of the Audit Committee and recommendation of the Board of Directors, approval of the Members of the Company be and is hereby accorded to the Company to enter into loan contracts / arrangements / transactions, deemed to be "Material Related Party Transactions", with entities / Qualified Bodies Corporate, the related parties from time to time, with the overall limit not to exceed Rs. 2,50,00,00,000/- (Rupees Two Hundred and Fifty Crore only), the details of which are more particularly set out in the Explanatory Statement of this Notice and on such terms and conditions as may be agreed to between the parties, subject to such transaction(s) being carried out at an arm's length and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they may deem fit in their absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.

RESOLVED FURTHER THAT any one Director or Company Secretary of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies in this regard."

By order of the Board
For SIL Investments Limited

Lokesh Gandhi
Company Secretary and
Compliance Officer
Membership No.: F9053

Place: Kolkata
Date: 21st November, 2025

NOTES FOR MEMBERS' ATTENTION

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (the 'Act') and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') as amended, setting out material facts and reasons in respect of the resolutions as set out above, is annexed hereto and forms part of this Notice.
2. Mr. Rajendra Chouhan of M/s. CSM & Co., peer reviewed firm of Practicing Company Secretaries (Firm Registration No. P2025RJ105300) (FCS: 5118 & COP No.: 3726), has been appointed as the Scrutinizer for conducting the Postal Ballot only through the e-voting process in a fair and transparent manner. He has communicated his willingness for such appointment and will be available for the same. The Scrutinizer will submit the Report to the Chairman or any of the Director or the Company Secretary of the Company upon completion of the scrutiny of the votes cast through remote e-voting. The result of the Postal Ballot shall be declared on or before 29th December, 2025. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.
3. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.silinvestments.in, and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any of the Director or the Company Secretary, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
4. In compliance with the MCA Circulars, Postal Ballot Notice is being sent only electronically by e-mail to the Members who have registered their e-mail addresses with the Depository or with the Company and whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on 21st November, 2025 (the "Cut-Off Date"). Accordingly, the communications of the assent or dissent of the Members would take place through the e-voting system only. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who is not a Member as on the Cut-Off Date should treat this Postal Ballot Notice for information purposes only. A member cannot exercise his vote by proxy on Postal Ballot.
5. The Postal Ballot period for remote e-voting commences on Friday, 28th November, 2025 at 9:00 A.M. IST and ends on Saturday, 27th December, 2025 at 5:00 P.M. IST.
6. Resolutions passed by Members with requisite majority through remote e-voting shall be deemed to be passed on 27th December, 2025 i.e., the last date specified for receipt of votes through remote e-voting as if they have been passed at a General Meeting of the Members.
7. In compliance with the provisions of Sections 108 and 110 of the Act and the Rules made thereunder, Regulation 44 of the Listing Regulations, 2015 and MCA Circulars, the Company has provided the facility to Members to exercise their votes electronically through remote e-voting. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members. The instructions for remote e-voting are annexed to this Notice.
8. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.silinvestments.in, website of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com, National Stock Exchange of India Limited (NSE) at www.nseindia.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com respectively.
9. All the material documents, if any, referred to in the statement setting out material facts annexed thereto will be available for inspection at the Registered Office of the Company during office hours on working days and also available electronically from the date of dispatch until the last date for receipt of votes through remote e-voting. Members seeking to inspect the same can send an email from their registered email to the Company at investor.grievances@silinvestments.in
10. Members are requested to register their e-mail address with the Company. Members are requested to provide details such as Name, Folio number, Certificate number, PAN, Mobile number, E-mail ID, and also upload the image of share certificate and a duly signed request letter (upto 1 MB) in PDF or JPEG format.

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING

In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, 2015, SS-2 and the MCA Circulars, the Company is pleased to provide the facility of e-voting to enable its Members to cast their votes electronically in respect of the resolutions as set out in this Postal Ballot Notice through e-voting services provided by NSDL.

In order to increase the efficiency of the voting process and pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, all individual shareholders holding shares in demat mode can now cast their vote by way of a single login credential, through either their demat accounts / websites of Depositories / DPs thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility.

The instructions for e-voting are as under:

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 for Individual Members holding securities in demat mode

In terms of SEBI circular dated 09th December, 2020 on e-Voting facility provided by listed companies, Individual Members holding securities in demat mode are allowed

to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP (One Time Password) 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. 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 redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 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

Type of Members	Login Method
	<ol style="list-style-type: none"> 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 held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users logging through Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and select My Easi New Tab and then use your existing My Easi username and password. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information

Type of Members	Login Method
	<p>provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there are links provided to access the system of all e-Voting service providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com. Users may click on login and then select My Easi New Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile number and Email Id as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and will also be able to directly access the system of all e-Voting service providers.</p>
Individual Members (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Upon login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p>

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

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

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

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

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

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

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for Members other than Individual Members are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below **in process for those Members whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details / Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number / folio number, your PAN, your name and your registered address, etc.
- d) Members can also use the OTP 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 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 is in active status.
2. Select "EVEN" of the company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish

to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

General Guidelines for Members

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

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

1. In case shares are held in physical mode, Members are requested to provide duly filled and signed Form ISR 1 alongwith self-attested copy of the PAN card and self-attested copy of any document (eg. Aadhaar Card, Driving License, Voter Identity Card, Passport) in support of the address of the Member, to MUFG Intime India Private Limited, C-101, Embassy 247, Lal Bahadur Shastri Marg, Vikhroli (W), Mumbai - 400 083, Contact No. (+91) 810 811 6767.
2. In case shares are held in demat mode, Members are requested to register / update their email addresses with the relevant Depository Participants (DP). If you are an Individual Member holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting for Individual Members holding securities in demat mode.** Alternatively, Members may send a request to evoting@nsdl.com for procuring User ID and Password for e-Voting by providing above mentioned documents.
3. In terms of SEBI circular dated 09th December, 2020 on e-Voting facility provided by listed companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

The following statement sets out all material facts relating to item no. 1, 2 and 3 mentioned in the accompanying Notice.

Item No. 1

Based on the recommendation of the Nomination and Remuneration Committee (NRC), after taking into consideration the balance of skills, knowledge and experience available on the Board, the Board of Directors of the Company at their meeting held on 21st November, 2025 have recommended the appointment of Mr. Suresh Kumar Khandelia (DIN: 00373797), as an Independent Director, to hold office for a term of 5 (five) consecutive years with effect from 01st January, 2026 to 31st December, 2030 (both days inclusive), for approval of the Members by way of a Special Resolution in terms of the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 ("the Act") read with Rules made thereunder and Regulation 17(1A) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015").

As per Regulation 17(1A) of the Listing Regulations, 2015, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 years unless a special resolution is passed by the Members to that effect and justification thereof is indicated in the Explanatory Statement annexed to the Notice for such appointment. Since Mr. Suresh Kumar Khandelia will be attaining the age of 75 years on 03rd January, 2026, the approval of the Members is being sought by way of a Special Resolution.

The Company has received a notice in writing from a Member of the Company in terms of Section 160 of the Act proposing the candidature of Mr. Khandelia for the office of Director of the Company. Mr. Khandelia has consented to act as a Director of the Company.

Mr. Suresh Kumar Khandelia is a member of The Institute of Chartered Accountants of India (ICAI). He possesses rich experience in finance and investment sectors, along with extensive knowledge of the textile industry. In addition to other companies, he serves as a Director in several finance companies, contributing to corporate governance, financial oversight, and strategic management.

In terms of Section 149 and other applicable provisions of the Act and as per the criteria set out in the Listing Regulations, 2015, Mr. Khandelia is eligible to be appointed as an Independent Director of the Company and has given necessary declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and under Regulation 16 of the Listing Regulations, 2015. Mr. Khandelia has also confirmed that he has not been debarred from holding the office of director by virtue of any order passed by SEBI or any other authority. Mr. Khandelia has further provided a confirmation that he has registered himself with the Independent Directors' Data Bank maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Khandelia fulfills all the criteria prescribed in the Act, Rules framed under the Act, Listing Regulations, 2015 and RBI (NBFC-Scale Based Regulation) Directions, 2023 for appointment as an Independent Director.

A copy of the draft letter for appointment of Mr. Khandelia setting out the terms and conditions of his appointment will be available for inspection by the Members at the Registered Office of the Company during office hours on all working days upto the conclusion of the Postal Ballot process.

The Board considers that Mr. Khandelia's extensive leadership experience, skills, diverse knowledge and business expertise will be of immense benefit to the Company.

Mr. Khandelia would be entitled to sitting fees for attending meetings of the Board of Directors and Committees of which he is a member. In addition, he would be entitled to commission as determined by the Board of Directors within the limits approved by the Members for the Non-Executive Directors of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, 2015, Members' approval is being sought for appointment of Mr. Khandelia as an Independent Director of the Company for a term of 5 (five) consecutive years w.e.f. 01st January, 2026, not liable to retire by rotation, by way of a Special Resolution.

The disclosure under Regulation 36(3) of the Listing Regulations, 2015, is set out in the Annexure to the Explanatory Statement.

Save and except Mr. Khandelia and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 1 of the Notice.

The Board recommends the Special Resolution set out at item No. 1 of the Notice for approval by the Members.

Item No. 2

The Audit Committee and the Board of Directors of the Company have on 21st November, 2025 approved the proposal of entering into a transaction with Sutlej Textiles and Industries Limited (Sutlej) by extending unsecured loan subject to the prior approval of the Members of the Company. Sutlej is deemed to be related party as per Listing Regulations, 2015. In view thereof, the proposed transaction with Sutlej will be deemed to be a material related party transaction and hence the approval of the Members is being sought for the transaction as set out in item No. 2 of the Notice pursuant to the applicable provisions of Listing Regulations, 2015.

The proposed transaction is on an arms' length basis as per the applicable provisions of the Companies Act, 2013 ("the Act") and Listing Regulations, 2015 and in the ordinary course of the Company's business. The said transaction is proposed to be entered within one year from the date of approval of the Members.

The details of the proposed Related Party Transaction ('RPT') between the Company and Sutlej, including the information required to be disclosed in the Explanatory Statement pursuant to Regulation 23 of Listing Regulations, 2015, read with the relevant SEBI Master Circulars and Industry Standards on "Minimum information to be provided for review of the Audit Committee and Members for approval of a Related Party Transaction" ('Standards') and applicable provisions of the Act, are as follows:

S. No.	Particulars of the information	Information provided by the management	
1.	Name of the related party.	Sutlej Textiles and Industries Limited (Sutlej)	
2.	Country of incorporation of the related party.	India	
3.	Nature of business of the related party.	Sutlej is a leading textile solutions provider engaged in the production of a wide range of textile products, including yarns, fabrics and home furnishing. Since its inception, Sutlej has been dedicated to manufacturing superior-quality spun yarns that set industry benchmarks for innovation. It offers one of the largest product portfolios of spun-dyed and cotton blended and cotton mélange & dyed yarns.	
4.	Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	The Company is one of the promoters of Sutlej and holds 0.46% shares and voting rights in Sutlej.	
	• Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company holds 0.46% in the equity share capital of Sutlej.	
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity / subsidiary (in case of transaction involving the subsidiary).	N.A.	
	• Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary).	Nil	
5.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Nature of Transactions	FY 2024-2025
		Rent paid on property leased	Rs. 30,000/- p.a.
6.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter / up to date in which the approval is sought.	Nature of Transactions	FY 2025-2026 upto October
		Rent paid on property leased	Rs. 19,250/- for 7 months
7.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None	
8.	Amount of the proposed transactions being placed for approval of the Shareholders.	Rs. 50 crore	
9.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
10.	Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year.	91.21%	
11.	Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	N.A.	
12.	Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	1.87%	

S. No.	Particulars of the information	Information provided by the management								
13.	Financial performance of the related party for the immediately preceding financial year: <table><tr><th>Particulars</th><th>FY 2024-2025 (Rs. in Crore)</th></tr><tr><td>Turnover</td><td>2,642.36</td></tr><tr><td>Profit After Tax</td><td>(84.20)</td></tr><tr><td>Net worth</td><td>894.09</td></tr></table>	Particulars	FY 2024-2025 (Rs. in Crore)	Turnover	2,642.36	Profit After Tax	(84.20)	Net worth	894.09	
Particulars	FY 2024-2025 (Rs. in Crore)									
Turnover	2,642.36									
Profit After Tax	(84.20)									
Net worth	894.09									
14.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.).	Giving unsecured loan.								
15.	Details of each type of the proposed transaction.	The Company proposes to grant an unsecured loan not exceeding Rs. 50 crore in one or more tranches.								
16.	Tenure of the proposed transaction (tenure in number of years or months to be specified).	Not to exceed 7 years from the date of disbursal.								
17.	Whether omnibus approval is being sought?	No								
18.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The Company may disburse part / full amount of the loan during FY 2025 - 26 depending upon the request received from the Borrower. The Company shall however disburse the entire loan during FY 2026 - 27.								
19.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Company has invested a part of its surplus funds in bonds yielding approx. 8.00% return. It is proposed to grant the unsecured loan at ICICI Bank MCLR + 15 bps (current MCLR is 8.35%) rate of interest and hence the transaction would qualify as a transaction is in the ordinary course of business and on an arm’s length basis and would be in the interest of the Company and all stakeholders.								
20.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	<ul style="list-style-type: none">Mr. Chandra Shekhar Nopany, Non-Executive Chairman and Promoter of the Company is the Managing Director and Promoter of Sutlej.The promoter / promoter group are interested to the extent of shares held by them in Sutlej.								
	Name of the director / KMP.	<ul style="list-style-type: none">Mr. Chandra Shekhar Nopany, Non-Executive Chairman.								
	Shareholding of the director / KMP, whether direct or indirect, in the related party.	<ul style="list-style-type: none">Mr. Chandra Shekhar Nopany holds 1,10,000 equity shares in Sutlej.Mrs. Nandini Nopany, mother of Mr. Chandra Shekhar Nopany holds 100 equity shares in Sutlej.								
21.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A.								
22.	Other information relevant for decision making.	N.A.								
23.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	ICICI Bank MCLR + 15 bps (current MCLR is 8.35%) rate of interest i.e. 8.50%.								
24.	Maturity / due date.	The loan shall be for a tenure not exceeding 7 years from the date of disbursement.								
25.	Repayment schedule & terms.	The parties shall have an option of repaying the loan in instalments or one bullet payment at the end of the tenure of the loan as may be mutually agreed between the parties. The said loan is also being repayable on demand of the Company.								
26.	Whether secured or unsecured.	Unsecured								
27.	If secured, the nature of security & security coverage ratio.	N.A.								
28.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds will be utilized by Sutlej to meet their capital expenditure and long term working capital requirements.								
29.	Latest credit rating of the related party.	As per India Ratings & Research, Sutlej’s issuer rating is IND A / Negative; the Bank Loan Facilities are rated IND A / Negative for the long term and IND A1 for the short term.								

S. No.	Particulars of the information	Information provided by the management
30.	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	<p>Nil</p> <p>No</p> <p>No</p> <p>No</p> <p>No</p>

The Audit Committee has also noted that the relevant disclosures for decision-making on the proposal were placed before the Committee. The Committee has also reviewed and has taken note of the certificate from the Chief Financial Officer and Director-in-Charge of the Company confirming that the terms of the transaction are in the interest of the Company.

Apart from the Director and Key Managerial Personnel mentioned in the table above and / or their relatives, no other Directors or Key Managerial Personnel and / or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set forth in the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution as set out in item No. 2 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Listing regulations, 2015, no Related Party shall vote to approve the resolution at item No. 2 set out in the accompanying Notice, whether the entity is a Related Party to the particular transaction or not.

Item No. 3

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations, 2015”), any transaction(s) with a related party shall be considered material, if the transaction(s) entered into / to be entered into individually or taken together with the previous transactions entered into during a financial year, exceed the lower of Rs. 1,000 crore or 10% of annual consolidated turnover as per the last audited financial statements of the Company, and shall require prior approval of Members by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm’s length basis.

Your Company, is a Non-Banking Financial Company (NBFC) (Investment Category), registered with Reserve Bank of India and is also listed on the Stock Exchanges. The core business of the Company is investment and lending of funds. The Company

had advanced loans to various Qualified Bodies Corporate (QBCs) (including some of the below mentioned QBCs) in the ordinary course of its business and on an arms-length basis and known parameters. The annual consolidated turnover (revenue from operations) of the Company as on 31st March, 2025, was Rs. 54 crore. The Company expects that its transaction(s) with the QBCs, will exceeds the materiality threshold as prescribed under Regulation 23 of the Listing Regulations, 2015. Hence, in line with the regulatory requirements, prior approval of the Members is being sought by way of an Ordinary Resolution.

The Audit Committee of the Company has conducted its independent evaluation of the material terms of the proposed transaction(s) with the QBCs. After a detailed review about the proposed RPTs including rationale, material terms, justification as to why the proposed RPT(s) are in the interest of the Company, the Committee has confirmed that the transaction is being executed at an arm’s length and is in ordinary course of business, in complete compliance with applicable regulations and industry standards and comparable with transactions with unrelated parties. The Committee has also reviewed and taken note of the certificate placed before it, signed by the Director-in-Charge and Chief Financial Officer of the Company, confirming that the terms of the proposed RPT(s) to be undertaken with QBCs are in the interest of the Company. Based on this assessment, the Audit Committee has approved the transaction(s) proposed to be entered with QBCs for an aggregate value not exceeding Rs. 250 crore including the specific approval granted to Sutlej Textiles and Industries Limited for extending a loan of Rs. 50 crore as mentioned in item no. 2. The transactions proposed will be entered within one year from the date of approval of the Members.

Details of the proposed transactions with QBCs being related parties of the Company, including the information pursuant to Industry Standards on Related party Transactions read with applicable SEBI Circulars and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s) and information required to be placed before the Members is as follows:

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party.	Sutlej Textiles and Industries Limited (Sutlej), Avadh Sugar & Energy Limited (Avadh), Magadh Sugar & Energy Limited (Magadh), Palash Securities Limited (Palash); Morton Foods Limited (Morton) and Cinatolliah Tea Limited (Cinatolliah).
2.	Country of incorporation of the related party.	India
3.	Nature of business of the related party.	<p>Sutlej: Sutlej is a leading textile solutions provider engaged in the production of a wide range of textile products, including yarns, fabrics and home furnishing. Since its inception, Sutlej has been dedicated to manufacturing superior-quality spun yarns that set industry benchmarks for innovation. It offers one of the largest product portfolios of spun-dyed and cotton blended and cotton mélange & dyed yarns.</p> <p>Avadh: Avadh is a leading cane processing company with experience and pedigree extending across 9 decades. Utilizing its advanced and integrated manufacturing setups, Avadh capitalizes on the favorable trends in the sugar and broader agricultural economy. The four manufacturing facilities – in Hargaon, Seohara, Hata and Rosa are strategically located in close proximity to each other enabling better utilization of resources and increased synergies in production and management.</p> <p>Magadh: Magadh is a leading cane processing company with experience and pedigree extending across 9 decades. Utilizing its advanced and integrated manufacturing setups, Magadh capitalizes on the favourable trends in the sugar and broader agricultural economy. The three manufacturing facilities – in Narkatiaganj, Sidhwalia and Hasanpur are strategically located in close proximity to each other enabling better utilization of resources and increased synergies in production and management.</p> <p>Palash: The main business of Palash is investments in securities mainly of group companies and in immovable properties and acts as a Core Investment Company as per RBI Guidelines.</p> <p>Morton: Morton is in the FMCG space and manufactures and markets canned fruits, vegetables and food products like jams, squashes, crushes, vegetable sauces, juices and breakfast cereals under the brand MORTON since 1959. Morton also supplies its products to the Indian army. Morton is now focusing on modern trade through e-commerce to expand its wings and to capture market share from the competitors in this high growth potential segment.</p> <p>Cinatolliah: Cinatolliah is in the business of manufacturing and selling tea. Cinatolliah operated through its tea gardens located in Lakhimpur, Assam.</p>
4.	Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	SIL is one of the promoters of Sutlej, part of promoter group of Avadh and Magadh whereas Palash, Morton and Cinatolliah are entities in which promoters or promoter group of SIL have a concern and interest.
	<ul style="list-style-type: none"> Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	<p>The Company holds the following equity share capital in its related parties:</p> <p>a. Sutlej: 0.46%;</p> <p>b. Avadh: 5.67%;</p> <p>c. Magadh: 11.97%; and</p> <p>d. Morton: 8.85%</p>
	<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity / subsidiary (in case of transaction involving the subsidiary). 	N.A.

S. No.	Particulars of the information	Information provided by the management															
	<ul style="list-style-type: none">Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary).	Nil															
5.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. a. Transaction undertaken by the Company:																
	<table><tr><th rowspan="2">Sr. No.</th><th rowspan="2">Nature of Transactions</th><th colspan="2">FY 2024-2025</th></tr><tr><th>Sutlej</th><th>Morton</th></tr><tr><td>1.</td><td>Rent paid on property leased</td><td>Rs. 30,000/- p.a.</td><td>-</td></tr><tr><td>2.</td><td>Investment in equity shares</td><td>-</td><td>Rs. 2,87,17,664/-</td></tr></table>	Sr. No.	Nature of Transactions	FY 2024-2025		Sutlej	Morton	1.	Rent paid on property leased	Rs. 30,000/- p.a.	-	2.	Investment in equity shares	-	Rs. 2,87,17,664/-		
Sr. No.	Nature of Transactions			FY 2024-2025													
		Sutlej	Morton														
1.	Rent paid on property leased	Rs. 30,000/- p.a.	-														
2.	Investment in equity shares	-	Rs. 2,87,17,664/-														
	Apart from the above, the Company has not entered into any transaction with the other related parties.																
6.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter / up to date in which the approval is sought. a. Transaction undertaken by the Company:																
	<table><tr><th>Sr. No.</th><th>Nature of Transactions</th><th>FY 2025-2026 upto October</th></tr><tr><td>1.</td><td>Sutlej Textiles and Industries Limited - Rent paid on property leased.</td><td>Rs. 19,250/- for 7 months</td></tr></table>	Sr. No.	Nature of Transactions	FY 2025-2026 upto October	1.	Sutlej Textiles and Industries Limited - Rent paid on property leased.	Rs. 19,250/- for 7 months										
Sr. No.	Nature of Transactions	FY 2025-2026 upto October															
1.	Sutlej Textiles and Industries Limited - Rent paid on property leased.	Rs. 19,250/- for 7 months															
	<table><tr><th>Sr. No.</th><th>Nature of Transactions</th><th>FY 2025-2026 upto 20th November, 2025</th></tr><tr><td>1.</td><td>Morton Foods Limited - Investment in equity shares pursuant to the Rights issue including additional shares offered by Morton.</td><td>Rs. 2,44,13,442/-</td></tr></table>	Sr. No.	Nature of Transactions	FY 2025-2026 upto 20 th November, 2025	1.	Morton Foods Limited - Investment in equity shares pursuant to the Rights issue including additional shares offered by Morton.	Rs. 2,44,13,442/-										
Sr. No.	Nature of Transactions	FY 2025-2026 upto 20 th November, 2025															
1.	Morton Foods Limited - Investment in equity shares pursuant to the Rights issue including additional shares offered by Morton.	Rs. 2,44,13,442/-															
	b. Transaction undertaken by RTM Investment & Trading Co. Ltd., a subsidiary of the Company:																
	<table><tr><th>Sr. No.</th><th>Nature of Transactions</th><th>FY 2025-2026 upto 20th November, 2025</th></tr><tr><td>1.</td><td>Morton Foods Limited - Investment in equity shares pursuant to the Rights issue including additional shares offered by Morton.</td><td>Rs. 2,07,00,000/-</td></tr></table>	Sr. No.	Nature of Transactions	FY 2025-2026 upto 20 th November, 2025	1.	Morton Foods Limited - Investment in equity shares pursuant to the Rights issue including additional shares offered by Morton.	Rs. 2,07,00,000/-										
Sr. No.	Nature of Transactions	FY 2025-2026 upto 20 th November, 2025															
1.	Morton Foods Limited - Investment in equity shares pursuant to the Rights issue including additional shares offered by Morton.	Rs. 2,07,00,000/-															
7.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NIL															
8.	Amount of the proposed transactions being placed for approval of the Shareholders.	a. Sutlej: Rs. 50* crore; b. Avadh: Rs. 50 crore; c. Magadh: Rs. 50 crore; d. Palash: Rs. 25 crore; e. Morton: Rs. 10** crore; and f. Cinatolliah: Rs. 25 crore.															
9.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes															
10.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	a. Sutlej: 91.21%; b. Avadh: 91.21%; c. Magadh: 91.21%; d. Palash: 45.60%; e. Morton: 18.24%; and f. Cinatolliah: 45.60%.															
11.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	N.A.															

S. No.	Particulars of the information	Information provided by the management																																		
12.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	a. Sutelej: 1.87%; b. Avadh: 1.90%; c. Magadh: 3.78%; d. Palash: 51.20%; e. Morton: 22.39%; and f. Cinatolliah: 82.10 %.																																		
13.	Financial performance of the related party for the immediately preceding financial year: <table><tr><th rowspan="2">Particulars</th><th colspan="6">FY 2024-2025 (Rs. in Crore)</th></tr><tr><th>Sutelej</th><th>Avadh</th><th>Magadh</th><th>Palash</th><th>Morton</th><th>Cinatolliah</th></tr><tr><td>Turnover</td><td>2,642.36</td><td>2,635.59</td><td>1,322.29</td><td>6.04</td><td>44.66</td><td>30.45</td></tr><tr><td>Profit After Tax</td><td>(84.20)</td><td>87.94</td><td>109.45</td><td>4.72</td><td>(14.91)</td><td>2.48</td></tr><tr><td>Net worth</td><td>894.09</td><td>1,101.12</td><td>833.95</td><td>36.18</td><td>(6.50)</td><td>41.42</td></tr></table>	Particulars	FY 2024-2025 (Rs. in Crore)						Sutelej	Avadh	Magadh	Palash	Morton	Cinatolliah	Turnover	2,642.36	2,635.59	1,322.29	6.04	44.66	30.45	Profit After Tax	(84.20)	87.94	109.45	4.72	(14.91)	2.48	Net worth	894.09	1,101.12	833.95	36.18	(6.50)	41.42	
Particulars	FY 2024-2025 (Rs. in Crore)																																			
	Sutelej	Avadh	Magadh	Palash	Morton	Cinatolliah																														
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14.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.).	Giving unsecured loan.																																		
15.	Details of each type of the proposed transaction	The Company proposes to grant unsecured loan(s), in one or more tranches for an amount not exceeding the following: a. Sutelej: Rs. 50* crore; b. Avadh: Rs. 50 crore; c. Magadh: Rs. 50 crore; d. Palash: Rs. 25 crore; e. Morton: Rs. 10** crore; and f. Cinatolliah: Rs. 25 crore.																																		
16.	Tenure of the proposed transaction (tenure in number of years or months to be specified).	Not to exceed 7 years from the date of disbursal.																																		
17.	Whether omnibus approval is being sought?	Yes																																		
18.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate value of the transactions amounting to Rs. 250 crore during financial year 2025-26 and 2026-27.																																		
19.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	All transactions will be carried out as part of the Company's ordinary course of business and at an arm's length basis, ensuring fairness and transparency. The interest rates and terms of these transactions will be benchmarked against prevailing market rates, to ensure competitiveness and to align with standard industry practices. The Company is expected to benefit by earning better returns compared to those from Mutual Funds / Bonds. Further, as a promoter of the related parties, the Company's funding support is expected to enhance the valuation of its holdings in these entities. Moreover, these transactions will be subject to appropriate internal controls, approval processes, and governance mechanisms, including review and oversight by the Audit Committee and Board, ensuring compliance with regulatory requirements and safeguarding the interests of the stakeholders.																																		
20.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	<ul style="list-style-type: none">Mr. Chandra Shekhar Nopany, Non-Executive Chairman holds directorships in Sutelej, Avadh, Magadh and Morton. He is also one of the Promoters of Sutelej, Avadh, Magadh, and Palash.Mrs. Shalini Nopany holds directorship in Magadh and Palash.The promoter / promoter group are interested to the extent of shares held by them in the Related Parties.																																		
	Name of the director / KMP.	Mr. Chandra Shekhar Nopany, Non-Executive Chairman and Mrs. Shalini Nopany, Managing Director.																																		

S. No.	Particulars of the information	Information provided by the management					
	Shareholding of the director / KMP, whether direct or indirect, in the related party.						
	Particulars	Shareholding Details (no. of shares)					
		Sutlej	Avadh	Magadh	Palash	Morton	Cinatolliah
	Mr. C. S. Nopany, Non-Executive Chairman	1,10,000	68,176	37,724	28,468	-	-
	Mrs. Shalini Nopany, Managing Director	-	-	-	-	-	-
	Mrs. Nandini Nopany (Mother of Mr. C. S. Nopany)	100	99,404	1,84,164	4,425	-	-
	Mrs. Urvi Mittal (Daughter of Mr. C. S. Nopany)	-	9,982	14,838	-	-	-
	Mr. Arhant Vikram Nopany (Son of Mr. C. S. Nopany)	-	3,668	5,451	-	-	-
21.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A.					
22.	Other information relevant for decision making.	N.A.					
23.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	To be decided by the Audit Committee and Board of Directors. However, the rate of interest shall be charged such that the arm's length criteria is maintained for each transaction.					
24.	Maturity / due date.	The loan shall be for a tenure not exceeding 7 years from the date of disbursement.					
25.	Repayment schedule & terms.	The parties shall have an option of repaying the loan in instalments or one bullet payment at the end of the tenure of the loan as may be mutually agreed between the parties. The said loan is also being repayable on demand of the Company.					
26.	Whether secured or unsecured.	Unsecured					
27.	If secured, the nature of security & security coverage ratio.	N.A.					
28.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds will be utilized for the operations of the parties including their capital expenditure and short / long term working capital requirements.					
29.	Latest credit rating of the related party.	Sutlej - Long Term - IND A / Negative & Short Term - IND A1 Avadh - Long Term - A+ / Short Term - A1 Magadh - Long Term - A+ / Short Term - A1 Palash - Not availed Morton - Not availed Cinnatolliah - Not availed					
30.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	NIL - for all Related Parties No - for all Related Parties No - for all Related Parties No - for all Related Parties No - for all Related Parties					

* This omnibus approval sought from the Members is in addition to the approval sought under item no. 2 of the Notice.

** The shareholders of the Company, at the Annual General Meeting of the Company held on 29th July, 2025 have already approved granting of an unsecured loan of Rs. 15 crore to Morton Foods Limited. The proposed unsecured loan of Rs. 10 crore to be given to Morton Foods Limited is in addition to the earlier approved amount of Rs. 15 crore.

Furthermore, the Board of Directors and Audit Committee continues to monitor the transactions on an ongoing basis, regularly verifying the status, genuineness of the terms, and overall compliance. This continuous oversight provides stakeholders with added assurance that the transaction remains fair, transparent, and aligned with the Company's strategic and financial objectives.

Apart from the Director and Key Managerial Personnel mentioned in the table above and / or their relatives, no other Directors or Key Managerial Personnel and / or their relatives are in any way

concerned or interested, financially or otherwise, in the resolution set forth in the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution as set out in item No. 3 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Listing Regulations, 2015, no Related Party shall vote to approve the resolution at item No. 3 in the accompanying Notice, whether the entity is a Related Party to the particular transaction or not.

ANNEXURE

PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE APPOINTED IS FURNISHED BELOW:

Particulars	Mr. Suresh Kumar Khandelia
Designation	Independent Director
Age	74 years
DIN	00373797
Qualification	Chartered Accountant; B. Com.
Expertise in specific functional areas	Mr. Suresh Kumar Khandelia is a qualified Chartered Accountant. He possesses rich experience in finance and investment sectors, along with extensive knowledge of the textile industry. In addition to other companies, he serves as a Director in several finance companies, contributing to corporate governance, financial oversight, and strategic management.
Directorships held in other public companies (excluding foreign companies)	1. Palash Securities Limited 2. Morton Foods Limited
Memberships / Chairmanships of Committees of other Indian public companies	None
Listed entities from which the person has resigned in the past three years	None
Number of Shares held in the Company	Nil
Inter-se relationships between Directors	Nil
No. of Board meetings attended during the financial year 2025-26	N.A.
Details of Remuneration last drawn (Rs.) (including sitting fees)	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer the Explanatory Statement set out at item No. 1 of the notice.
Terms and conditions of appointment / re-appointment	Mr. Suresh Kumar Khandelia is proposed to be appointed as an Independent Director of the Company on the terms and conditions contained in the Explanatory Statement to the notice.
Details of proposed remuneration	As may be approved by the Board of Directors of the Company, in compliance and conformity with the applicable statutory provisions.