NOTICE

NOTICE is hereby given that the **45**th (Forty-Fifth) Annual General Meeting (AGM) of the Members of Shree Rajasthan Syntex Ltd. will be held on Wednesday, **10**th September **2025** at **02.00** P.M. IST at the registered office of the company Plot No. **106**, Opposite Fire, Brigade Station, Syntex Chauraha, Bhicchiwara Road, Dungarpur, Rajasthan, India, **314001** to transact the following businesses:

ORDINARY BUSINESS

ITEM NO. 1 - To receive, consider and adopt the financial statements of the Company for the financial year ended 31st March 2025, together with the reports of the Board of Directors and Auditors thereon.

ITEM NO. 2 – To re-appoint Mr. Anubhav Ladia (DIN: 00168312), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

ITEM NO. 3 - INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENTIAL ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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 13, 61 and 64 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approval(s) from the concerned Statutory Authority(ies), the consent of the members of the Company be and is hereby accorded to increase and alter the authorized share capital of the Company from Rs. 34,50,00,000/- (Rupees Thirty-Four Crores Fifty Lakhs only) divided into 2,85,00,000 equity shares of Rs. 10/- (Rupees Ten each) and 6,00,000 Redeemable Preference Share of Rs. 100/- each to Rs. 47,50,00,000/- (Rupees Forty-Seven Crores Fifty Lakhs only) divided into 4,15,00,000 equity shares of Rs. 10/- (Rupees Ten each) and 6,00,000 Redeemable Preference Share of Rs. 100/- each and thereby to alter the authorized share capital clause of the Memorandum of Association and that all the shares shall rank pari passu to the existing Equity shares.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company shall be altered by deleting the same and substituting in its place and instead thereof, the following as a new Clause V:

V. "The Authorized share capital of the Company is Rs. 47,50,00,000/- (Rupees Forty Seven Crores Fifty Lakhs only) divided into 4,15,00,000 equity shares of Rs. 10/- (Rupees Ten each) and 6,00,000 Redeemable Preference Share of Rs. 100/- (Rupees Hundred) each."

RESLOVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company ("the Board") (which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental or desirable, and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the powers herein vested in the Board to any Director(s) or any other Key Managerial Personnel or the Officer(s) of the Company as may be required in order to give effect to the aforesaid Resolution."

ITEM 4: TO ISSUE UPTO 81,25,000 EQUITY SHARES ON PREFERENTIAL ISSUE BASIS FOR CONSIDERATION AT CASH:

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 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') or any other applicable law, the Companies (Prospectus and Allotment of

Notice

Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreement entered into by the Company with BSE Limited ('Stock Exchange') on which the Equity Shares having face value of Rs. 10/- each of the Company ('Equity Shares') are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (' SEBI') and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as ' Applicable Regulatory Authorities') from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the Board' which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) may agree, the consent of the members of the Company be and is hereby accorded to the Board of Directors to create, issue, offer and allot in one or more tranches upto 81,25,000 (Eighty One Lakh Twenty Five Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each in dematerialized form, on Preferential basis (' Preferential Issue'), to Promoter group and Non-promoters for cash at a price of Rs. 13.25/- (Thirteen Rupees and Twenty Five Paisa only) per Equity Share to the following persons for a total consideration of upto Rs. 10,76,56,250/- (Ten Crore Seventy Six Lakh Fifty Six Thousand Two Hundred Fifty only), on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws;

Sr. No.	Name of the proposed Allottee	Maximum no. of Equity Shares proposed to be allotted	Category
1	AMIT KUMAR GUPTA	7,50,000	Non Promoter
2	CLK SHARES AND SECURITIES PRIVATE LIMITED.	5,00,000	Non Promoter
3	KHURSHED RUSTOM DORDI	2,65,000	Non Promoter
4	MANGLAM YARN AGENCIES	9,25,000	Non Promoter
5	PEPPY ENTERPRISE	20,00,000	Non Promoter
6	RAJESH NARAYAN	4,00,000	Non Promoter
7	YASH KELA	10,00,000	Non Promoter
8	SHREE SHYAM DISTRIBUTORS AND MARKETING PRIVATE LIMITED	5,50,000	Promoter Group
9	ANISH KISHORE MODI	10,75,000	Non Promoter
10	SHATUL KAMAL GUPTA	6,60,000 Non P	
	Total	81,25,000	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is Monday August 11, 2025, being the date 30 days prior to the date of this Annual General Meeting which is scheduled on Wednesday September 10, 2025 and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

RESOLVED FURTHER THAT, without prejudice to the generality of the above resolution, the issue of the Equity Shares to Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations;

a) The full consideration in respect of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of Equity Shares and the consideration must be paid from respective Proposed Allottees' bank account.

- b) The Equity Shares proposed to be allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company bearing ISIN: INE796C01011 in all respects (including voting powers and the right to receive dividend) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- c) The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchange subject to receipt of necessary permissions and approvals.
- d) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- e) The Subscription Shares to be allotted to the Proposed allottees shall be listed on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- f) The equity shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;
- g) The pre-preferential shareholding, if any, of the Proposed Investors shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- h) The preferential issue shall not result in a change in control, and the preferential issue does not envisages the allotment of more than five percent of the post-issue fully diluted share capital of the Company, to any Proposed Allottee

RESOLVED FURTHER THAT as required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, a certificate dated August 12, 2025 issued by M/s. Himanshu SK Gupta & Associates, Practicing Company Secretaries, certifying, inter alia, that the Preferential Issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations is noted and taken on record.

RESOLVED FURTHER THAT subject to the receipt of requisite approvals as may be required under applicable law, consent of the members of the Company is hereby accorded to record the name and details of the Proposed Investors in Form PAS-5 and the Company be and is hereby authorized to make an offer to the Proposed Investors through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions of the Investors Preferential Issue ("Offer Document") after passing of this resolution and upon receiving the applicable regulatory approvals and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection

therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

ITEM 5: TO ISSUE UPTO 46,00,000 EQUITY SHARES ON PREFERENTIAL ISSUE BASIS AGAINST CONVERSION OF EXISTING UNSECURED LOAN.

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

"RESOLVED THAT pursuant to the provisions of Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the " Act") or any other applicable law, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreement entered into by the Company with BSE Limited (' Stock Exchange') on which the Equity Shares having face value of Rs. 10/- each of the Company (' Equity Shares') are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ('SEBI') and/or any other competent authorities, whether in India or abroad (hereinafter referred to as ' Applicable Regulatory Authorities') from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the Board' which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) may agree, the consent of the members of the Company be and is hereby accorded to the Board of Directors, for conversion of Unsecured Loan into equity shares by creation, offer, allot and issuance, upto a maximum of 46,00,000 (Forty Six Lakhs) fully paid-up equity shares of the Company, having face value of Rs. 10/- (Rupees Ten Only) each, at an issue price of Rs. 13.25/- (Thirteen Rupees and Twenty Five Paisa only) per equity share aggregating upto Rs. 6,09,50,000 (Rupees Six Crore Nine Lakh Fifty Thousand Only) to the following promoter group and nonpromoter allottees, (hereinafter referred to as the " Proposed Allottees") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws;

Sr. No.	Name of the proposed Allottee	Maximum no. of Equity Shares proposed to be allotted	Category
1	V K TEXCHEM PRIVATE LIMITED	31,00,000	Promoter Group
2	MATRIX BACK OFFICE SERVICES PRIVATE LIMITED	15,00,000	Non- Promoter
	Total	46,00,000	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is Monday August 11, 2025, being the date 30 days prior to the date of this Annual General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

RESOLVED FURTHER THAT, without prejudice to the generality of the above resolution, the issue of the Equity Shares to Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations;

- a) The pre-preferential shareholding of the proposed allottees to be allotted shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;
- b) The Promoters Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the memorandum of association and articles of association of the Company;
- c) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- d) The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchange subject to receipt of necessary permissions and approvals.
- e) The pre-preferential shareholding, if any, of the Proposed Investors shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- f) The Shares to be allotted to the Proposed allottees shall be listed on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- g) The pre-preferential shareholding, if any, of the Proposed Investors shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- h) The preferential issue shall not result in a change in control, and the preferential issue does not envisages the allotment of more than five percent of the post-issue fully diluted share capital of the Company, to any Proposed Allottee

RESOLVED FURTHER THAT as required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, a certificate dated August 12, 2025 issued by M/s. Himanshu SK Gupta & Associates, Practicing Company Secretaries, certifying, inter alia, that the Preferential Issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations is noted and taken on record.

RESOLVED FURTHER THAT subject to the receipt of requisite approvals as may be required under applicable law, consent of the members of the Company is hereby accorded to record the name and details of the Proposed Investors in Form PAS-5 and the Company be and is hereby authorized to make an offer to the Proposed Investors through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions of the Investors Preferential Issue ("Offer Document") after passing of this resolution and upon receiving the applicable regulatory approvals and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;"

RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies,

intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

ITEM NO. 6 - RATIFICATION OF REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING ON 31ST MARCH, 2025.

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(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit Rules), 2014 (including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof, for the time being in force), the remuneration of Rs. 20,000/- (Rupees Twenty Thousand Only) plus applicable taxes and reimbursement of traveling and out of pocket expenses (at actuals) incurred for the purpose of audit, payable to M/s. K. G. Goyal & Co., Cost Accountants (Firm Registration No. 000017) Jaipur, who were re-appointed by the Board of Directors, as "Cost Auditors" to conduct the audit of the cost records maintained by the Company for the financial year ending on 31st March, 2026 be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

ITEM NO. 7- APPOINTMENT OF SECRETARIAL AUDITORS:

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

"RESOLVED THAT pursuant to the provision of Section 204(1) of the Companies Act 2013 rule 9 of the companies (Appointment and Remuneration personnel) Rules 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with applicable provisions of the Companies Act, 2013, each as amended, and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company ('Board'), M/s. HM & Associates, Practicing Company Secretaries (Peer Reviewed FRN P2025GJ103300) Ahmedabad, be and is hereby appointed as the Secretarial Auditors of the Company for a period of five years from the Financial Year 2025-26 through the Financial Year 2029-30, to conduct Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations, for the period beginning from the Financial Year 2025-26 through the Financial Year 2029-30, at such remuneration as may be mutually agreed upon between the Board, and the Secretarial Auditors of the Company.

RESOLVED FURTHER THAT the Board and/or any person authorised by the Board, be and is hereby authorised, severally, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/or otherwise considered by them to be in the best interest of the Company."

ITEM NO. 8- RE-APPOINTMENT OF MRS. MANJU DATTA (DIN: 09010395) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013, if any and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and applicable regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Manju Datta (DIN: 09010395) who was appointed and, designated as an Independent Director, and holds office for an initial period of five consecutive years from 17th March 2021 to 16th March 2026, being eligible, be and is hereby re-appointed as Non-Executive Independent Director of the Company for second term, not liable to retire by rotation and to hold office for another term of 5 (five) consecutive years, i.e., from 17th March 2026 to 16th March 2031."

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

ITEM NO. 9- RE-APPOINTMENT OF MR. SANDEEP KUMAR JAIN (DIN: 01116047) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013, if any and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and applicable regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sandeep Kumar Jain (DIN: 01116047) who was appointed and, designated as an Independent Director, and holds office for an initial period of five consecutive years from 12th August 2021 to 11th August 2026, being eligible, be and is hereby re-appointed as Non-Executive Independent Director of the Company for second term, not liable to retire by rotation and to hold office for another term of 5 (five) consecutive years, i.e., from 12th August 2026 to 11th August 2031.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

Date: August 13th, 2025

Registered Office: Plot No. 106, Opposite Fire Brigade Station, Syntex Chauraha, Bhicchiwara Road, Dungarpur, Rajasthan, India, 314001

By Order of the Board of Directors For, Shree Rajasthan Syntex Ltd. Sd/-Mr. Rahul Bolia (Company Secretary & Compliance Officer) Membership No. A62766

NOTES

- 1. The register of members and share transfer books shall remain closed from Thursday September 04, 2025 to Wednesday, September 10, 2025 (Both days inclusive) for the Annual General Meeting.
- 2. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect to Special Businesses of the accompanying Notice is annexed hereto.
- 3. 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 so appointed need not be a member of the company.
- 4. Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, Trusts, etc., must be backed by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.
- 5. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the

total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- 6. A proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on poll.
- 7. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. For convenience of members, an attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. Members are requested to affix their signature at the space provided and hand over the attendance slip at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
- 8. Members desiring any information as regards to the accounts are requested to write to the Company 10 days before the meeting so as to enable the management to keep the information ready at the meeting.
- 9. Relevant documents referred to in the Notice, statutory registers will be available for inspection by the members at the Registered Office of the Company during normal business hours between 11:00 am to 2:00 pm on all working days except Saturday and Sunday up to the date of the Annual General Meeting.
- 10. In compliance with the provisions of Section 108 of the Companies Act and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company is providing e-Voting facility in addition to the poll voting for the Annual General Meeting.
- 11. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2025 is uploaded on the Company's website https://www.srsl.in/ and can be accessed by the members from there.
- 12. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration) Rules, 2014, which allows the companies to send documents including annual reports and other intimation by an email. Therefore, members are requested to register their email IDs with the Registrar and Transfer Agent of the Company. The Company is already having email ID of the members holding their shares in Demat through their respective depository participants. The said email ID shall be considered as registered email ID for the said members unless informed otherwise to the company or Registrar and Transfer Agent.
- 13. All shareholders are requested to dematerialize their shareholding immediately as The Securities and Exchange Board of India (SEBI) has mandated the transfer of shares only in demat mode.
- 14. 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. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent,

Mas Services Limited,

T-34 IInd Floor Okhla Industrial Area, Phase-II New Delhi 110020.

Investor Grievance Email: info@masserv.com

15. Members are requested to address all correspondence pertaining to their securities mentioning either the Folio Number/Client ID or DP ID numbers, as applicable, including any change of address, e-mail if any, to the Registrar and Transfer Agent of the Company viz.:

Mas Services Limited,

T-34 IInd Floor Okhla Industrial Area, Phase-II New Delhi 110020.

Investor Grievance Email: info@masserv.com

- 16. Nomination Facility: As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
- 17. The facility for voting through poll paper shall be made available at the venue of the meeting and members attending the meeting shall be able to exercise their right at the meeting. In case of joint holders attending the

Meeting, only such joint holder who is higher in the order of names will be entitled to vote. The voting rights of Members shall be in the proportion of their shareholding in the Company as on Cut-off Date.

The Company has appointed Mr. Himanshu Surendrakumar Gupta of M/s. Himanshu S K Gupta & Associates, Practicing Company Secretary, as the Scrutinizer, to scrutinize the entire voting process in a fair and transparent manner.

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

The remote e-voting period begins on Sunday, September 07, 2025 at 09:00 A.M. and ends on Tuesday, September 09, 2025 at 05:00 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. Wednesday, September 03, 2025, 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 Wednesday, September 03, 2025.

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 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.	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 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://eservices.nsdl.com/secureWeb/IdeasDirectReg.jsp . Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/secureWeb/IdeasDirectReg.jsp . Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/secureWeb/IdeasDirectReg.jsp . Visit the 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 e-Voting website of NSDL for casting your vote during the rem

Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on









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. 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.

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 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

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

General Guidelines for shareholders

- 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to himanshuskgupta@live.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 "<a href="Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- **3.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com or call on: 022 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com or call on: 022 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com or call on: 022 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com or call on: 022 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com or call on: 022 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com or call on the first of the first of the first or call on the first of t

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:

- 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 <u>cs@srsl.in</u>
- 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@srsl.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
- 3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Instructions:

- a. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- b. The result declared along with the Scrutinizer's Report shall be placed on the Company's websitewww.srsl.in and on the website of NSDL immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out material facts relating to the special businesses mentioned in the accompanying Notice.

ITEM NO. 3

Increase in Authorised Capital and Alteration of Capital Clause of Memorandum of Association:

The Present Authorised Share Capital of the Company is Rs. 34,50,00,000/- (Rupees Thirty Four Crores Fifty Lakhs only) divided into 2,85,00,000 equity shares of Rs. 10/- (Rupees Ten each) and 6,00,000 Redeemable Preference Share of Rs. 100/- (Rupees Hundred each).

As stated in subsequent business items / resolutions at item no. 4 and 5, as part of the Preferential Issue the Company is proposing to issue further equity shares to the Proposed Investors and Lenders. Accordingly, it is proposed to increase the authorised share capital of the Company from Rs. 34,50,00,000/- (Rupees Thirty Four Crores Fifty Lakhs only) divided into 2,85,00,000 equity shares of Rs. 10/- (Rupees Ten each) and 6,00,000 Redeemable Preference Share of Rs. 100/- each to Rs. 47,50,00,000/- (Rupees Forty Seven Crores Fifty Lakhs only) divided into 4,15,00,000 equity shares of Rs. 10/- (Rupees Ten each) and 6,00,000 Redeemable Preference Share of Rs. 100/- (Rupees Hundred) each by creation and addition of additional 1,30,00,000 (One Crore Thirty Lakhs) equity shares of INR 10/- (Rupees Ten Only) each in the existing authorised equity share capital of the Company.

The increase in the Authorised Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require members' approvals in terms of provisions of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

Accordingly, resolution 3 of this Notice is proposed to seek Members' approvals for increase in authorized share capital and consequential alteration to Memorandum of Association of the Company.

The Board of Directors recommends passing of the Resolution at Item No. 3 as Ordinary Resolution.

None of the Directors, Key Managerial Personnel and/or their relatives are financially or otherwise concerned with or interested in the resolution at Item No. 3 of the notice except to the extent of their shareholding in the company, if any.

ITEM NO. 4 & 5

To Issue upto 81,25,000 Equity Shares on Preferential Issue basis for Consideration at cash to Promoter Group and Non-promoters & To Issue upto 46,00,000 Equity Shares on Preferential Issue basis against conversion of existing Unsecured Loan.

The Board of Directors of the Company ("Board") at its meeting held on August 11, 2025, subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have decided and approved:

- 1) the proposal for raising of fund by issuance of upto 81,25,000 (Eighty-One Lakh Twenty-Five Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each in dematerialized form, on Preferential basis ('Preferential Issue'), to Promoter group and Non-promoters for cash at a price of Rs. 13.25/- (Thirteen Rupees and Twenty-Five Paisa only) per Equity Share for a total consideration of upto Rs. 10,76,56,250/- (Ten Crore Seventy-Six Lakh Fifty-Six Thousand Two Hundred Fifty only);
- 2) the conversion of Unsecured Loan into equity shares upto a maximum of 46,00,000 (Forty-Six Lakhs) fully paid-up equity shares of the Company, having face value of Rs. 10/- (Rupees Ten Only) each, at an issue price of Rs. 13.25/- (Thirteen Rupees and Twenty-Five Paisa only) per equity share aggregating upto Rs. 6,09,50,000 (Rupees Six Crore Nine Lakh Fifty Thousand Only) to promoter group and non-promoter allottees:
- to Specified Investors on a preferential issue basis in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to Specified Investors (collectively called the "Investors").

It may be noted that;

- 1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
- 2. Proposed allottees does not hold Equity Shares in the Company except the following:

Sr. No.	Name of Proposed Allottee	Pre-Preferential Holding	Category
1	V K TEXCHEM PRIVATE LIMITED	69,84,871	Promoter Group
2	SHREE SHYAM DISTRIBUTORS AND	16,41,924	Promoter Group
	MARKETING PRIVATE LIMITED		
3	AMIT KUMAR GUPTA	9,202	Promoter Group
4	CLK SHARES AND SECURITIES PRIVATE	7,50,000	Non- Promoter
	LIMITED		
5	YASH KELA	10,00,000	Non- Promoter
6	SHATUL KAMAL GUPTA	5,00,000	Non- Promoter
7	ANISH KISHORE MODI	20,00,000	Non- Promoter

3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;

- 4. The Company has obtained the Permanent Account Numbers of the proposed allottees.
- 5. The Proposed Allottees have represented and declared to the Company that they have not sold nor transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.

In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62 of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of Equity Shares are as under:

(1) Particulars of the Preferential Issue including date of passing of Board Resolution:

The Board of Directors at its meeting held on August 11, 2025 has passed the resolution, subject to the approval of the members and such other approvals as may be required, to issue;

- 1) upto 81,25,000 (Eighty One Lakh Twenty Five Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each, on Preferential basis ('Preferential Issue'), to Promoter group and Non-promoters for cash at a price of Rs. 13.25/- (Thirteen Rupees and Twenty Five Paisa only) per Equity Share for a total consideration of upto Rs. 10,76,56,250/- (Ten Crore Seventy Six Lakh Fifty Six Thousand Two Hundred Fifty only) and
- 2) upto 46,00,000 (Forty Six Lakhs) fully paid-up equity shares of the Company, having face value of Rs. 10/-(Rupees Ten Only) each, at an issue price of Rs. 13.25/- (Thirteen Rupees and Twenty Five paisa only) per equity share aggregating upto Rs. 6,09,50,000 (Rupees Six Crore Nine Lakh Fifty Thousand Only) to promoter group & Non- Promoter allottees, as conversion of existing unsecured loan, by way of a preferential issue basis.

(2) Kinds of securities offered and the price at which security is being offered, and the total/maximum number of securities to be issued:

- a) upto 81,25,000 (Eighty One Lakh Twenty Five Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each, on Preferential basis ('Preferential Issue'), at a price of Rs. 13.25/- (Thirteen Rupees and Twenty Five Paisa only) per Equity Share payable in cash, being not less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, aggregating to not exceeding Rs. 10,76,56,250/- (Ten Crore Seventy Six Lakh Fifty Six Thousand Two Hundred Fifty only).
- b) Upto 46,00,000 (Forty Six Lakhs) fully paid-up equity shares of the Company, having face value of Rs. 10/-(Rupees Ten Only) each, as conversion of existing unsecured loan by way of a preferential issue basis at an issue price of Rs. 13.25/- (Thirteen Rupees and Twenty Five Paisa only) per equity share, being not less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations aggregating to not exceeding Rs. 6,09,50,000 (Rupees Six Crore Nine Lakh Fifty Thousand Only).

(3) Objects of the Preferential Issue:

The Company shall utilize the proceeds from the preferential issue of Equity Shares for the below mentioned objects:

- To Repay the existing Financial creditors (loans / debt) of the Company;
- To Repay the existing Operational creditors and workmen dues of the Company;
- To Finance working capital and capital expenditure requirement of the Company; (collectively, referred to hereinafter as the "Objects"

Schedule of Implementation and Deployment of Funds:

As estimated by our management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phased manner, as per the company's business requirements and availability of issue proceeds, latest by September 2026.

Interim Use of Proceeds

Pending utilization for the purpose set forth above, the Company intends to invest the funds in long/short term capital requirements for future growth of the Company. The management in accordance with policies established by the Board from time to time, will have flexibility in deploying the Proceeds of the issue.

(4) Basis on which the price has been arrived at and justification for the price (including premium, if any);

The equity shares of the company are listed on BSE Limited only and are frequently traded in accordance with regulation 164 of the ICDR Regulations and BSE being the only Stock Exchange where the Equity Shares of the Company are listed, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. The floor price of Rs. 13.25/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares and Warrants and it is higher of the following:

a. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs 13.22/- per Equity Share

b. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 13.02/- per Equity Share

The articles of association of the Company do not provide for any method of determination for the valuation of shares which results in a floor price higher than the determined price pursuant to SEBI ICDR Regulations.

The proposed Preferential Issue is not expected to result in a change in control, and further the proposed Preferential Issue does not envisages the allotment of more than 5% (five per cent) of the post-issue fully diluted share capital of the Company to any Proposed Allottee, Therefore the Company is not required to obtain a valuation report from an independent registered valuer for determining the price, in terms of the Regulation 166A of the SEBI ICDR Regulations.

The Board proposes to issue Equity Shares at a price of Rs. 13.25/- (Thirteen Rupees and Twenty Five Paisa only) per Equity Share, which is not less than the issue price determined in accordance with SEBI ICDR Regulations. The Board found it justified considering current scenario of the Company etc.

(5) The price or price band at/within which the allotment is proposed:

The Equity Shares are proposed to be issued at a price of Rs. 13.25/- (Thirteen Rupees and Twenty-Five Paisa only) per Equity Share which consists of Rs.10/- (Rupee Ten Only) as face value and Rs. 3.25/- as a premium per Equity Share. Kindly refer to the above-mentioned point no. (4) for the basis of determination of the price.

(6) Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the issue price for the preferential issue of equity shares is Monday, August 11, 2025, being the date thirty days prior to the date of Annual General Meeting.

(7) The class or classes of persons to whom the allotment is proposed to be made;

The preferential Issue of Equity Shares for consideration at Cash is proposed to be made to investors under the class/ category as mentioned below:

Sr. No.	Name of the proposed Allottee	Maximum no. of Equity	Category
		Shares proposed to be	
		allotted	
1	AMIT KUMAR GUPTA	7,50,000	Non Promoter
2	CLK SHARES AND SECURITIES PRIVATE	5,00,000	Non Promoter
	LIMITED.		
3	KHURSHED RUSTOM DORDI	2,65,000	Non Promoter
4	MANGLAM YARN AGENCIES	9,25,000	Non Promoter
5	PEPPY ENTERPRISE	20,00,000	Non Promoter
6	RAJESH NARAYAN	4,00,000	Non Promoter
7	YASH KELA	10,00,000	Non Promoter
8	SHREE SHYAM DISTRIBUTORS AND	5,50,000	Promoter Group
	MARKETING PRIVATE LIMITED		
9	ANISH KISHORE MODI	10,75,000	Non Promoter
10	SHATUL KAMAL GUPTA	6,60,000	Non Promoter
	Total	81,25,000	

The preferential Issue of Equity Shares as conversion of existing Unsecured loan is proposed to be made to investors under the class/ category as mentioned below:

Sr. No.	Name of the proposed Allottee	Maximum no. of Equity Shares proposed to be allotted	Category
1	V K TEXCHEM PRIVATE LIMITED	31,00,000	Promoter Group
2	MATRIX BACK OFFICE SERVICES PRIVATE LIMITED	15,00,000	Non- Promoter
	Total	46,00,000	

(8) Intent of the Promoters, Directors or Key Managerial personnel or Senior Management of the Company to subscribe to the Preferential Issue;

Except the following, none of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the preferential issue;

Sr. No.	Name of the proposed Allottee	Maximum no. of Equity Shares proposed to be allotted	Category	Mode of Issue
1	SHREE SHYAM DISTRIBUTORS AND	5,50,000	Promoter	Consideration at
	MARKETING PRIVATE LIMITED		Group	Cash
2	V K TEXCHEM PRIVATE LIMITED	31,00,000	Promoter	Conversion of
			Group	Unsecured loan
	Total	36,50,000		

(9) Proposed time frame within which the Preferential Issue shall be completed;

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this members resolution provided that where the allotment of the proposed equity shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.

(10) Principal terms of assets charged as securities;

Not applicable

(11) Shareholding pattern of the Company before and after the Preferential Issue;

Please refer Annexure - A to this notice for details.

(12) Name and address of valuer who performed valuation;

The equity shares of the company are listed on BSE Limited only and are frequently traded in accordance with regulation 164 of the ICDR Regulations and BSE being the only Stock Exchange where the Equity Shares of the Company are listed, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. The floor price of Rs.13.25/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares

(13) Amount which the Company intends to raise by way of such securities;

The Company intends to raise an amount of upto Rs. 16,86,06,250/- (Rupees Sixteen Crore Eighty Six Lakhs Six Thousand Two Hundred and Fifty only) by issuance of upto 1,27,25,000 (One Crore Twenty-Seven Lakhs Twenty-Five Thousand only) Equity Shares on preferential basis divided into;

- upto Rs. 81,25,000 (Eighty One Lakh Twenty Five Thousand Only) by way of issue of Equity Shares for consideration at cash and
- upto Rs. 46,00,000 (Forty Six Lakhs) by way of issue of Equity Shares against conversion of existing unsecured loan.

(14) Material terms of the proposed Preferential Issue of the Equity Shares;

The material terms of the proposed preferential issue of the Equity Shares are stipulated in the special resolution as set out at Item No. 4 and 5 of this Notice.

(15) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;

- No preferential allotment has been made to any person during the financial year 2025-26.

(16) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares/Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue;

The Equity Shares are proposed to be allotted to Promoter Group and Non-Promoter category. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of Equity Shares. The pre and post issue holding of the proposed allottees of Equity Shares are as under:

Name	Category	Pre-Preferential Post-Preferential Shareholding Shareholding		Ultimate Beneficial Owner	Change in control, if any		
		No.	%	No.	%		
V K TEXCHEM	Promoter	69,84,871	24.94	1,00,84,871	24.75	Mr.	No
PRIVATE	Group					Anubhav	Change
LIMITED-						Ladia	
Promoter Group							
SHREE SHYAM	Promoter	16,41,924	5.86	21,91,924	5.38	Mr. Vikas	No
DISTRIBUTORS	Group					Ladia	Change
AND							

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Total		1,28,85,997	46.00	2,56,10,997	62.87		
Gupta	Promoter						Change
Amit Kumar	Non	9202	0.03 %	7,59,202	1.86	N.A.	No
RUSTOM DORDI	Promoter						Change
KHURSHED	Non	-	-	2,65,000	0.65	N.A.	No
GUPTA	Promoter						Change
SHATUL KAMAL	Non	5,00,000	1.78%	11,60,000	2.85	N.A.	No
	Promoter	-		4,00,000			Change
RAJESH NARAIN	Non	_	-	4,00,000	0.98	N.A.	No
ANISH KISHORE MODI	Non Promoter	20,00,000	7.14%	30,75,000	7.54	N.A.	No Change
ANICH MCHOPE	Promoter	20.00.000	7.1.40/	20.75.000	7.54	NI A	Change
YASH KELA	Non	10,00,000	3.57%	20,00,000	4.91	N.A.	No
ENTERPRISE	Promoter					Aggarwal	Change
PEPPY	Non	-	-	20,00,000	4.91	Mr. Vijay	No
YARN AGENCIES	Promoter					Kumar Bagrodia	Change
MANGLAM	Non	-	-	9,25,000	2.27	Mr. Dinesh	No
LIMITED							
PRIVATE						2,	
SECURITIES	Tromoter					Bhavnani	diange
AND	Promoter	7,50,000	2.0070	12,50,000	0.07	Dharamdas	Change
CLK SHARES	Non	7,50,000	2.68%	12,50,000	3.07	Mrs. Kamal	No
LIMITED							
SERVICES PRIVATE						Thakur	
OFFICE	Promoter					Shyama	Change
MATRIX BACK	Non	-	-	15,00,000	3.68	Mrs.	No
LIMITED-						1	
PRIVATE							
MARKETING							

Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects;

Except conversion of loan of upto Rs. 4,10,75,000 (Rupees Four Crore Ten Lakh Seventy-Five Thousand only) of V K TEXCHEM PRIVATE LIMITED, and fresh participation of SHREE SHYAM DISTRIBUTORS AND MARKETING PRIVATE LIMITED for Rs. 72,87,500/- (Rupees Seventy-Two Lakh Eighty-Seven Thousand Five Hundred Only) no contribution is being made by Promoter or Directors of the Company as part of the Preferential Issue other than mentioned as above.

(18)Valuation and Justification for the allotment proposed to be made for consideration other than cash;

This allotment is proposed to be made to Lender Promoters & Non-Promoter in lieu of conversion of their unsecured loan. An amount equivalent to the maximum of Rs. 6,09,50,000 (Rupees Six Crores Nine Lakhs Fifty Thousand Only) shall be adjusted against the outstanding unsecured loan availed by the Company from the Lender Promoters. It is not an allotment being made for consideration other than cash.

(19)Listing;

Notice

The equity shares proposed to be issued under this preferential issue will be listed on the Stock Exchange at which the existing shares are listed i.e. BSE Limited subject to the receipt of necessary regulatory permissions and approvals as the case may be.

(20)Lock-in Period;

- The equity shares to be allotted on a preferential basis shall be locked-in for such period and upto the extent as specified under Regulations 167 of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding of the above allottees, if any, shall be locked-in for such period and upto the extent as specified under Regulations 167 of the SEBI ICDR Regulations.

(21) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter, promoter group or non-promoter/Public;

Status of proposed allottees of Equity Shares:

Sr. No.	Name of the Proposed Allottee	Current Status	Proposed Status
1.	V K TEXCHEM PRIVATE LIMITED	Promoter Group	Promoter Group
2.	SHREE SHYAM DISTRIBUTORS AND	Promoter Group	Promoter Group
	MARKETING PRIVATE LIMITED		
3.	MATRIX BACK OFFICE SERVICES PRIVATE	Public	Public
	LIMITED		
4.	CLK SHARES AND SECURITIES PRIVATE	Public	Public
	LIMITED		
5.	MANGLAM YARN AGENCIES	-	Public
6.	PEPPY ENTERPRISE	-	Public
7.	YASH KELA	Public	Public
8.	ANISH KISHORE MODI	Public	Public
9.	RAJESH NARAYAN	-	Public
10.	SHATUL KAMAL GUPTA	Public	Public
11.	KHURSHED RUSTOM DORDI	-	Public
12.	AMIT KUMAR GUPTA	Public	Public

(22) Undertakings;

- a) Neither the Company nor any of its Directors and/ or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- b) Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c) The Company is eligible to make the preferential issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- d) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- e) The proposed allottees have confirmed that they have not sold any equity shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.
- f) As the equity shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- g) The Company shall re-compute the price of the equity shares to be allotted under the preferential allotment in terms of the regulation 166 of SEBI ICDR Regulations if it is required to do so.
- h) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- i) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Shares and warrants and upon allotment of equity shares consequent to conversion of warrants.

(23) Company Secretary's Certificate;

The certificate of CS Himanshu Surendrakumar Gupta, Proprietor of M/s. Himanshu SK Gupta and Associates, Practising Company Secretary (Membership No. FCS: 12183; CP No: 22596) certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at https://www.srsl.in/preferential-issue.html

(24) Auditor's Certificate;

The certificate of M/s. Doogar & Associates, Chartered Accountants (FRN: 000561N)certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at https://www.srsl.in/preferential-issue.html

(25) Other disclosures;

The Company hereby undertakes that:

- a) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- b) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares under the preferential issue is for a cash consideration and for conversion of unsecured loan;
- c) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares of the Company are listed;
- d) It is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations;
- e) As the equity shares of the Company are listed on the Stock Exchanges for a period of more than 90 trading days as on the Relevant Date, the provisions of regulation 164(3) of SEBI ICDR Regulations governing recomputation of the price of shares shall not be applicable;
- f) It would re-compute the price of the securities specified above in terms of the provisions of SEBI ICDR Regulations, if it is so required to do;
- g) If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations the above warrants shall continue to be locked-in till the time such amount is paid by the allottees;
- h) Neither the Company nor any of its Promoters or Directors is a wilful defaulter or a fraudulent borrower;
- i) Neither the Company nor any of its Promoters or Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- j) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories;
- k) The Company is in compliance with the conditions for continuous listing;
- l) No person belonging to the promoters / promoter group have sold/transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date;
- m) The Proposed Allottees have not sold any equity shares of the Company during 90 trading days preceding the Relevant Date;

n) As a result of the proposed preferential allotment of Equity, there will be no change in the composition of the Board of Directors and no change in control of the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, the approval of the members for issue of Equity Shares for cash and for conversion of unsecured loan to the specified Allottees is being sought by way of a special resolution as set out in the said Item no. 4 and 5 of the Notice.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members and, therefore, recommends the resolution at Item No. 4 and Item No. 5 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

Except M/s. V K TEXCHEM PRIVATE LIMITED, M/s. SHREE SHYAM DISTRIBUTORS AND MARKETING PRIVATE LIMITED none of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out at Item No. 4 and Item No. 5 of this notice except to the extent of their shareholding in the company, if any.

Annexure-A
Pre and Post Preferential Issue Shareholding Pattern of the Company

Sr.	Category of Shareholder(s)	Pre-Issue		Post - Issue	
No.		(As on 11.08.	2025)		
		No. of	% of share	No. of	% of
		Shares held	holding	shares held	share
					holding
A	Promoters & Promoter Group Holding				
1	Indian				
a)	Individual	2479627	8.85	2479627	6.09
b)	Bodies Corporate	11825584	42.22	15475584	37.99
	Sub-Total (A)(1)	14305211	51.07	17955211	44.08
2	Foreign				
a)	Individual	0	0	0	0
b)	Bodies Corporate	0	0	0	0
	Sub- Total (A)(2)	0	0	0	0
	Total Promoters & Promoter Group	14305211	51.07	17955211	44.08
	Holding (A)				
В	Non-Promoters Holding				
1	Institutional Investors				
a)	Mutual Funds	2984	0.01	2984	0.01
b)	Alternate Investment Funds				
c)	Foreign Portfolio Investors / foreign	100	0.00	100	0.00
	body corporate				
d)	Financial Institutions/ Banks	50	0.00	50	0.00
e)	Insurance Companies				
	Sub-Total (B)(1)	3134	0.01	3134	0.01
2	Central Government/ State	0	0		0
	Government				
	Sub-Total (B)(2)	0	0	0	0
3	Non-Institutions				
a)	Individuals				
i)	Individual shareholders holding nominal	3018449	10.78	3018449	7.41
	share capital upto Rs. 2 lakhs				
ii)	Individual shareholders holding nominal	8287588	29.59	12437588	30.53
	share capital in excess of Rs. 2 lakhs				
b)	NBFCs registered with RBI	0	0		
c)	Any other, specify				
	Foreign National	100	0.00	100	0.00

	Hindu Undivided Family				
	Non-Resident Indians	286435	1.02	286435	0.70
	Clearing Member	95696	0.34	95696	0.23
	Body Corporate	1412646	5.04	6337646	15.56
	Trusts	167067	0.60	167067	0.41
	Investor Education And Protection Fund	435975	1.56	435975	1.07
	Authority Ministry Of Corporate Affairs				
	Sub-Total (B)(3)	13703956	48.92	2,27,78,956	55.91
	Total Public Shareholding (B)	13707090	48.93	2,27,82,090	55.92
	Total (A)+(B)	28012301	100.00	4,07,37,301	100.00
С	Shares held by custodians for ADR and	0	0	0	0
	GDR				
	Total (A)+(B)+(C)	28012301	100.00	4,07,37,301	100.00

ITEM NO. 6

The Board in its meeting held on 11th August 2025, on the basis of recommendation of the Audit Committee, has approved the re-appointment and recommended remuneration of Cost Auditor, M/s. K. G. Goyal & Co., Cost Accountants (Firm Registration No.000017) Jaipur to conduct the audit of the cost records maintained by the Company for financial year ending on 31st March, 2026.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of The Companies (Audit and Auditors) Rules, 2014 and The Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the remuneration payable to the Cost Auditors amounting to Rs. 20,000/- (Rupees Twenty Thousand Only) plus applicable taxes and reimbursement of traveling and out of pocket expenses (at actuals) incurred for the purpose of audit, as recommended by the Audit Committee and approved by the Board of Directors, is subject to the ratification by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item no. 6 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending on 31st March, 2026.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the resolution set out at Item no. 6 of the Notice, except to the extent of their shareholding in the company.

The Board recommends the Ordinary Resolution set out at Item no. 6 of the Notice for approval by the members.

ITEM NO. 7

In terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (' SEBI Listing Regulations') and other applicable provisions of the Companies Act, 2013, each as amended, the Company is required to appoint Secretarial Auditors for a period of 5 years commencing from FY 2025-26, to conduct the Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations read with applicable SEBI Circulars.

For identification of Secretarial Auditor, the Management had initiated the process and had detailed interactions with certain eligible audit firms and assessed them against a defined eligibility and evaluation criteria.

The following criteria inter alia were considered for evaluation of Practicing Company Secretary firms capable of conducting audit of Shree Rajasthan Syntex Ltd.:

a. background of the firm, their experience and past associations in handling secretarial audit of listed companies;

b. competence of the leadership and the audit team in conducting secretarial audit of the Company in the past as well as of other listed companies; and

c. ability of the firm to understand the business of the Company and identify compliance of major laws and regulations applicable to the Company.

As part of the assessment, the Management also considered the eligibility of M/s HM & Associates. M/s HM & Associates, Ahmedabad, is a distinguished firm of Practicing Company Secretaries. Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India, the firm specializes in corporate law, SEBI regulations, corporate governance, and compliance.

The Board, at its meeting held on August 11, 2025, considered the recommendation of the Audit Committee with respect to the appointment of M/s HM & Associates as the Secretarial Auditors. After due consideration and review, the Board recommends for approval of the Members the appointment of M/s HM & Associates as the Secretarial Auditors of the Company for a period of five years commencing from the conclusion of the ensuing 45th Annual General Meeting, through the conclusion of 50th Annual General Meeting of the Company, for conducting secretarial audit of the Company for the period beginning from FY 2025-26 through the FY 2029-30.

M/s HM & Associates has provided its consent to be appointed as Secretarial Auditors and has confirmed that, if appointed, its appointment, will be in accordance with Regulation 24A of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 and other relevant applicable SEBI Circulars issued in this regard.

The proposed remuneration to be paid to M/s HM & Associates, shall be mutually agreed between the Board, and the Secretarial Auditors, from time to time. The Company will seek shareholder approval in case there is a material change in the remuneration of secretarial auditor owing to significant enhancement in scope of work.

None of the Director(s) or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

The Board recommends the Resolution set forth in Item No. 7 for the approval of the Members.

ITEM NO. 8

Mrs. Manju Datta (DIN: 09010395) who has been appointed as an Independent Director of the company hereby reappointed as an Independent Director of the Company for the second term of the consecutive five years pursuant to the applicable provision of the Companies Act, 2013 and the Articles of Association of the Company effective from 12th August 2026 holds office up to the date 11th August 2031.

Mrs. Manju Datta is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given her consent to act as Director.

Accordingly, the Board recommends the resolution in relation to re-appointment of Mrs. Manju Datta as Non-Executive Independent Director, for the approval by the shareholders of the Company by way of Special Resolution.

Except Mrs. Manju Datta, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

ITEM NO. 9

Mr. Sandeep Kumar Jain who has been appointed as an Independent Director of the company hereby reappointed as Independent Director of the Company for the second term of the consecutive five years pursuant to the applicable provision of the Companies Act, 2013 and the Articles of Association of the Company effective from 12th August 2026 holds office up to the date 11th August 2031.

Mr. Sandeep Kumar Jain is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Sandeep Kumar Jain as Non-Executive Independent Director, for the approval by the shareholders of the Company by way of Special Resolution.

Except Mr. Sandeep Kumar Jain, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

Information about the directors who are proposed to be appointed/ reappointed at the Annual General Meeting as per Section 152(6) and SS-II Secretarial Standard on general meetings issued by the Institute of Company Secretaries of India forming part of the notice convening the Extra-ordinary general meeting of the company.

Particulars	Mr. Anubhav Ladia	Mrs. Manju Datta	Mr. Sandeep Kumar Jain
Director Identification Number.	00168312	09010395	01116047
Date of Birth	11/01/1977	14/01/1944	09/11/1977
Age.	48 years	81 years	47 years
Educational Qualification.	B. Com (Hons), Chartered Accountants	Post Graduate majoring in English Literature from Lucknow University	Company Secretary
Experience (No. of Years)	over 22 years in the textile industry.	Over 30 years	Over 25 years
Business field in which Experience.	Mr. Anubhav Ladia, aged 47 years is a Chartered Accountant having sound experience in finance field. Presently located at the Head Office, as in-charge of financial and commercial aspects of the company and has an overall experience of 22 years in the textile industry.	Mrs. Manju Datta has an experience of over 30 years in the field of teaching. She had also worked with Ministry of Cultural affairs in Delhi from 1963 to 1965 and as Branch Manager for 2 years in VOLTAS Ltd.	A seasoned professional with over 25 years of experience in accounting, taxation, corporate laws, and compliance, including 20 years as a Practicing Company Secretary. A commerce graduate from the University of Rajasthan, obtained ICSI membership in 2000 and has since handled diverse matters such as secretarial audits, due diligence, corporate restructuring, mergers, demergers, and listing/delisting of shares. Well-versed in dealing with regulatory bodies like ROC, MCA, NCLT, SEBI, RBI, Stock Exchanges, and others. Regularly represents clients before NCLT under the Insolvency and Bankruptcy Code, 2016, and advises corporates on turnaround strategies and restructuring.
Date of Appointment as Director in the Company.	01st September 2005	17 th March 2021	12 th August 2021
Terms and Conditions of Appointment	Proposed to be re-appointed as Whole Time Director, liable to retire by rotation.	As per the resolution set out at Item No. 8 of this Notice read with explanatory statement.	As per the resolution set out at Item No. 9 of this Notice read with explanatory statement.
Directorship held in any other Company.	1. SRSL Securities Ltd. 2. Divine Fibres Pvt. Ltd. 3. PBS Marketing Pvt. Ltd. 4. Shree Shyam Distributors	Nil	 Businessnow Private Limited Lehar Footwears Limited Peacock Management

	& Marketing Pvt. Ltd.		Consultants Private Limited 4. XBRL Solutions Private Limited
Member of any Committees of the Directors in the Company.	1. Stakeholders Relationship Committee	-Audit Committee -Nomination and remuneration committee	-Nomination and Remuneration Committee
Member of any committees of the Directors in other Companies with names of the Company.	Nil	Nil	 Audit Committee- Lehar Footwears Limited Nomination and Remuneration Committee- Lehar Footwears Limited Stakeholders' Relationship Committee - Lehar Footwears Limited Corporate Social Responsibility Committee - Lehar Footwears Limited
Member of any Trade Association/ Charitable Organization/ NGOs etc.	Nil	Nil	Nil
Shareholding in Company as on August 11 th , 2025	2,91,882 equity shares	Nil	Nil
Remuneration paid or sought to be paid	Basic Salary Not exceeding Rs. 3,50,000/- (Rupees Three Lakh Fifty Thousand only) per month excluding perquisites.	Sitting Fees of up to a maximum Rs. 20,000/- per meeting. In addition to the same, company will reimburse the expenses incurred with regard to attending the meetings of the Company.	Sitting Fees of up to maximum Rs. 20,000/- per meeting. In addition to the same, company will reimburse the expenses incurred with regard to attending the meetings of the Company.
Relationship with other Directors/KMPs	Mr. Vikas Ladia, Managing Director of the company is a brother of Mr. Anubhav Ladia.	No Relation with other Directors/KMPs.	No Relation with other Directors/KMPs.
No. of meetings attended during the year	5 out of 5 meetings	5 out of 5 meetings	5 out of 5 meetings

Date: August 13th, 2025

Registered Office: Plot No. 106, Opposite Fire Brigade Station, Syntex Chauraha, Bhicchiwara Road, Dungarpur, Rajasthan, India, 314001 By Order of the Board of Directors For, Shree Rajasthan Syntex Ltd. Sd/-Mr. Rahul Bolia (Company Secretary & Compliance Officer) Membership No. A62766

REG. & H. O. OFFICE: Plot No. 106, Opposite Fire
Brigade Station, Syntex Chauraha,
Bhicchiwara Road, Dungarpur,
Rajasthan, India, 314001
CIN L24302RJ1979PLC001948
EMAIL cs@srsl.in / website https://www.srsl.in

Mobile no. 9314879380

ATTENDANCE SLIP

Regd. Folio No.	
D.P. I.D.	
Client I.D.	
No. of Shares held	
Name and Address of the First	
Shareholder IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the 45th Annual General Meeting of the Members of **SHREE RAJASTHAN SYNTEX LTD** held on Wednesday, September 10, 2025 at 02:00 P.M. at the registered office of the Company situated at Plot No. 106, Opposite Fire, Brigade Station, Syntex Chauraha, Bhicchiwara Road, Dungarpur, Rajasthan, India, 314001.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Note: Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

Note: Shareholder/Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

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REG. & H. O. OFFICE: Plot No. 106, Opposite Fire
Brigade Station, Syntex Chauraha,
Bhicchiwara Road, Dungarpur,
Rajasthan, India, 314001
CIN L24302RJ1979PLC001948
EMAIL cs@srsl.in / website https://www.srsl.in

Mobile no. 9314879380

PROXY FORM

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Nar	me	of	the		
me	mber(s)				
Reg	gistered	Addres	S		
E-n	nail Id				
Fol	io No/ (Client Id			
DP	ID:				
/We	e, being	the me	mber	(s) ofshares of the above-named compan	y, hereby appoint
1.	Name:				
	Addres	s:			
				Signature:	
2.	Name:				
				Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 45th Annual General Meeting of the Members of **SHREE RAJASTHAN SYNTEX LTD** held on Wednesday, September 10, 2025 at 02:00 P.M. at the registered office of the Company situated at Plot No. 106, Opposite Fire, Brigade Station, Syntex Chauraha, Bhicchiwara Road, Dungarpur, Rajasthan, India, 314001 or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution	Resolution	Vote (Optional see Note 2)		
No.		(Plea	(Please mention no. of	
			shares	
Ordinary Bu	sinesses	For	Against	Abstain
1.	To adopt the Audited Financial Statements of the Company for			
	the financial year ended 31st March, 2025, together with the			
	reports of the Board of Directors and Auditors thereon			
2.	To appoint a Director in place of Mr. Anubhav Ladia (DIN:			
	00168312), who retires by rotation in terms of Section 152(6)			
	of the Companies Act, 2013, and being eligible, seeks re-			
	appointment			
Special Busin	nesses			
3.	Increase in authorised share capital and consequential			
	alteration of capital clause of memorandum of association of			
	the company			
4.	To issue upto 81,25,000 equity shares on preferential issue			
	basis for consideration at cash			
5.	To issue upto 46,00,000 equity shares on preferential issue			
	basis against conversion of existing unsecured loan			

REG. & H. O. OFFICE: Plot No. 106, Opposite Fire Brigade Station, Syntex Chauraha, Bhicchiwara Road, Dungarpur, Rajasthan, India, 314001 CIN L24302RJ1979PLC001948

EMAIL <u>cs@srsl.in</u> / website <u>https://www.srsl.in</u>

Mobile no. 9314879380

6.	To ratify remuneration of the Cost Auditors for the Financial		
	Year ending on 31st March, 2026		
7.	Appointment of Secretarial Auditors		
8. Re-appointment of Mrs. Manju Datta (DIN: 09010395) as			
	Non-Executive Independent Director of the company		
9.	Re-appointment of Mr. Sandeep Kumar Jain (DIN: 01116047)		
	as Non-Executive Independent Director of the company		

Signed this	day of2025	
J		Affix Revenue Stamp of Rs. 1/-
Signature of shareholder	Signature of Proxy holder(s)	

Note:

- 1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of 45th Annual General Meeting.
- 2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

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Form No.MGT-12 Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

	e of the Company: SHREE RAJASTHA					
Dung	Registered Office: Plot No. 106, Opposite Fire, Brigade Station, Syntex Chauraha, Bhicchiwara Road, Dungarpur, Rajasthan, India, 314001. CIN: L24302RJ1979PLC001948					
SNo	Particulars	Details				
1.	Name of the first named Shareholder (In Block Letters)					
2.	Postal address					
3.	Registered Folio No/ *ClientID (*applicable to investors holding shares in dematerialized form)					
4.	Class of Share					
5.	Number of Shares					

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares	I assent to the	I dissent from the
1.	To adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 together with the reports of the Board of Directors and Auditors thereon.			
2.	To appoint a Director in place of Mr. Noel Naval Tata (DIN: 00024713), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, seeks re-appointment			
3.	Increase in authorised share capital and consequential alteration of capital clause of			
4.	To issue upto 81,25,000 equity shares on preferential issue basis for consideration at cash			
5.	To issue upto 46,00,000 equity shares on preferential issue basis against conversion of			
6.	To ratify remuneration of the Cost Auditors for the Financial Year ending on 31st March, 2026			
7.	Appointment of Secretarial Auditors			

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Re-appointment of Mrs. Manju Datta (DIN: 09010395) as Non-Executive Independent Director of the company
Re-appointment of Mr. Sandeep Kumar Jain (DIN: 01116047) as Non-Executive Independent Director of the company

Place: Dungarpur, Rajasthan **Date:** 10th September, 2025

(Signature of the shareholder*)

(*as per Company records)

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ROUTE MAP TO THE VENUE OF THE 45th ANNUAL GENERAL MEETING

