Amarjothi House
157, Kumaran Road,
Tirupur 641601
Tamil Nadu, India

T + 91 421 4311600
mill@amarjothi.net
www.amarjothi.net
Fax No : +91 421 4326694

Amarjothi
Spinning Mills Limited

ISO 9001 : 2008 | GOTS OE | OEKO TEX CERTIFIED
GST : 33AAFCA7082C1Z0
CIN : L17111TZ1987PLC002090

Amarjothi Color Melange & Dyed Yarn Colors personalized

31.07.2026

To

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai- 400 001

Dear Sirs,

Sub: Furnishing Notice of 38th Annual General Meeting of the Company

Scrip Code: 521097
Scrip Name: Amarjothi Spinning Mills Limited

This is further to our letter dated July 27, 2026, wherein the Company had informed that the AGM of the Company is scheduled to be held on Friday, August 28, 2026 at 11.00 a.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

We are enclosing herewith the Notice of 38th Annual General Meeting of the Company to be held on 28.08.2026 at 11.00 a.m through Video Conferencing (VC)/ OAVM.

We request you to kindly take the same on record and acknowledge receipt.

Thanking You,

Yours Faithfully,

For Amarjothi Spinning Mills Limited,

Mohana Priya M
Digitally signed by Mohana Priya M
Date: 2026.07.31 17:38:50 +05'30'

Mohana Priya.M
Company Secretary.

NOTICE TO SHAREHOLDERS

Notice is hereby given that the **38th Annual General Meeting** of the Shareholders of **Amarjothi Spinning Mills Limited** will be held on Friday, 28th August, 2026 at 11.00 A.M through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") from the Registered Office of the Company situated at Amarjothi House, 157, Kumaran Road, Tirupur - 641 601 to transact the following business:

ORDINARY BUSINESS

1. **Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors thereon**

   To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

   RESOLVED THAT the standalone and consolidated Annual Financial Statements including Statement of Profit and Loss along with the Statement of Cash Flows and the Statement of Changes in Equity for the financial year ended 31st March 2026, the Balance Sheet as at that date, the Report of the Board of Directors and the Auditors thereon as circulated to the members be and are hereby adopted.

2. **Declaration of Dividend**

   To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

   RESOLVED THAT a final dividend of Rs.2.20/- per share (22% on the face value of Rs.10/-), as recommended by the Board of Directors be and is hereby declared on 67,50,000 equity shares of Rs.10/- each for the year ended March 31, 2026, and that the same be paid to the members whose names appeared in the Register of Members of the company as on 21st August 2026.

3. **Appointment of Director who retires by rotation**

   To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

   RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or reenactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, Sri. N. Radhakrishnan (DIN: 00390913), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.

SPECIAL BUSINESS

4. Re-appointment of Sri. R. Premchander (DIN: 00390795) as Managing Director of the Company. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

   RESOLVED THAT pursuant to Sections 2(51), 196, 197, 198 and 203 of the Companies Act, 2013 ('the Act') & all other applicable provisions of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and in line with the approval of the Board of Directors of the Company held on 27.07.2026, the approval of the members of the Company, be and is hereby accorded to the re-appointment of Sri.R.Premchander (DIN:00390795) as Managing Director of the Company for a further period of 5(Five) years with effect from 01.09.2026 on the following terms and conditions:

MEMORANDUM OF TERMS AND CONDITIONS

a) Salary of Rs.60, 000/- (Rupees Sixty Thousand only) per month.

b) Telephone at his residence

c) Other benefits, allowances, facilities, and amenities as per the Company's rules.

d) Commission on net profits, as may be determined by the remuneration committee, within the limits prescribed under the Companies Act, 2013, provided such commission together with the other components of the remuneration paid to the Managing Director shall not exceed 5.5% of the net profits of the Company as computed in accordance with the relevant provisions of the Act"

e) The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or the Committees thereof.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, the Company will pay remuneration by way of salary, allowances, perquisites and allowances as specified under Section 197 of the Companies Act, 2013 read with Part II, Section II of Schedule V thereto and any other rules/regulations for the time being in force and as may be applicable to the Company. During the tenure as Managing Director, he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to sign and execute all such documents as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts and take all such steps as may be necessary, desirable or expedient to give effect to this resolution and the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

5. Re-appointment of Sri. R. Jaichander (DIN:00390836) as Whole Time Director of the Company To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to Sections 2(51), 2(94), 196, 197, 198 and 203 of the Companies Act, 2013 ('the Act') & all other applicable provisions of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and in line with the approval of the Board of Directors of the Company held on 27.07.2026, the approval of the members of the Company, be and is hereby accorded tothe re-appointment of Sri.R.Jaichander (DIN:00390836) as Whole Time Director of the Company for a further period of 5(Five) years with effect from 01.12.2026 on the following terms and conditions:

MEMORANDUM OF TERMS AND CONDITIONS

a) Salary of Rs.60, 000/- (Rupees Sixty Thousand only) per month.

b) Telephone at his residence

c) Other benefits, allowances, facilities, and amenities as per the Company's rules.

d) Commission on net profits, as may be determined by the remuneration committee, within the limits prescribed under the Companies Act, 2013, provided such commission together with the other components of the remuneration paid to the Managing Director shall not exceed 5.5% of the net profits of the Company as computed in accordance with the relevant provisions of the Act.

e) The Whole Time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or the Committees thereof.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, the Company will pay remuneration by way of salary, allowances, perquisites and allowances as specified under Section 197 of the Companies Act, 2013 read with Part II, Section II of Schedule V thereto and any other rules/regulations for the time being in force and as may be applicable to the Company. During the tenure as Whole Time Director, he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to sign and execute all such documents as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts and take all such steps as may be necessary, desirable or expedient to give effect to this resolution and the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

6. Ratification of Remuneration payable to Cost Auditor

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

RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), Sri. M.Nagarajan, Practicing Cost Accountant (Firm No: 000088), who was appointed as Cost Auditor by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for the financial year 2026-27 on a remuneration of Rs.40, 000/- (Rupees Forty Thousand Only) as also the payment of Goods and Services tax as applicable be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to sign and execute all such documents as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts and take all such steps as may be necessary, desirable or expedient to give effect to this resolution and the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

By order of the Board

Place: Tirupur Date: 27.07.2026	**(Sd/-) R. PREMCHANDER** Managing Director DIN: 00390795	**(Sd/-) R. JAICHANDER** Whole Time Director DIN: 00390836

NOTES:

1) The Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended ('Act'), setting out the material facts concerning the business with respect to Item No(s). 4 to 6 forms part of this Notice. Further, relevant information pursuant to Regulation(s) 36 and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and disclosure requirements in terms of Secretarial Standard on General Meetings ('SS-2') issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation and seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as Annexure to this Notice.

2) The Ministry of Corporate Affairs ('MCA') vide its General Circulars No. 20/2020 dated May 5, 2020, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and the latest being 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars'), permitted for conducting the Annual General Meeting ('AGM') of Companies till further order through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') viz without the physical presence of members. In compliance with the applicable provisions of the Act, MCA & SEBI circulars, the 38th AGM of the Company is convened through Video Conferencing (VC/Other Audio-Visual Means (OAVM) on Friday, August 28, 2026 at 11.00 A.M. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue for the AGM. Members are requested to attend and participate in this AGM through VC/OAVM.

3) In compliance with the aforesaid circulars issued by MCA and SEBI, Notice of 38thAGM including explanatory statement, notes and instructions for e-voting, along with the Annual Report for the Financial Year 2025 - 2026 is being sent only through electronic mode to those Members whose email addresses are registered with the Company, Depositories or Registrar and Share Transfer Agent ('RTA'). No physical copies of the Annual Report will be sent to Members, except to those Members who have requested for physical copy of the Annual Report for FY 2025 - 26. Notice and Annual Report for the Financial Year 2025-2026 will also be available on the website of the Company www.amarjothi.net, on the website of Bombay stock exchange i.e. BSE Limited at www.bseindia.com, on the website of CDSL and also on the website of RTA at www.cameoindia.com.

   In compliance with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter specifying the exact web link to the complete annual report is being sent to shareholders who have not registered their email address. Members who are desirous to have a physical copy of the Annual Report should send a request to the Company's e-mail id viz., mill@amarjothi.net clearly mentioning their Folio number / DP and Client ID.

   Members holding shares in physical mode and whose email IDs are not registered, are requested to register their email ID with Cameo Corporate Services Limited (RTA) at investor@cameoindia.com, or to the Company at mill@amarjothi.net, by sending a duly signed Form ISR-1 mentioning their Name as registered with the RTA, Address, email ID, Mobile Number, self-attested copy of PAN, DPID/Client ID or Folio Number and number of shares held. Shareholders holding shares in dematerialized mode are requested to register/ update their email address with the relevant Depository Participants.

4) Since the AGM is being held pursuant to the Circulars issued by the Ministry of Corporate Affairs through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly the facility to appoint a proxy by a Member will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5) In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 issued by the ICSI, the proceedings of the AGM through VC/OAVM shall be deemed to be conducted at the Registered Office of the Company at Amarjothi House, 157, Kumaran Road, Tirupur - 641601.

6) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM and participate there at and cast their vote through remote e-voting. In case of Joint Holders, the member whose name appears as First Holder in the order of names on the Register of Members of the Company will be entitled to vote. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

7) The facility of joining the 38th AGM through VC/ OAVM will be opened 30 minutes before and will be open upto 15 minutes after the scheduled start time of the 38th AGM and will be available for 1,000 members on a first come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.

8) Recorded transcript of the meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company.

9) Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing's body resolution/authorization etc., authorizing their representative to attend the 38th AGM through VC /OAVM on its behalf and to vote through remote e-voting. The said resolution / authorization shall be sent to the Scrutinizer by email through its registered email address to ramcsoffice@gmail.com and may also upload the same at evoting@cdslindia.com .

10) Book Closure and Dividend:

The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, the 22nd August 2026 to Friday, the 28th August 2026 (both days inclusive). The dividend of Rs.2.20/- per share (22% on the face value of Rs.10/-), if declared at the AGM, will be paid, subject to deduction of tax at source, on or before September 28, 2026 to the Members whose names appear on the Company's Register of Members as on the close of business hours on Friday, 21st August, 2026 and whose bank mandate are registered in the records of the Depository Participants/RTA.

11) Important Communications & Awareness for Shareholders:

a) Members may note that as per SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/ 2024/37 dated May 7, 2024, it is mandatory for all holders of physical securities in listed entities to update their KYC and choice of Nomination with the Registrar and Share Transfer Agent ('RTA'), in case they have not updated the same. As per the SEBI Circular, effective from April 1, 2024, RTA i.e. M/s Cameo Corporate Services Limited will attend to all service requests of the shareholders with respect to transmission, dividend, etc., only after updating the above details in the records.

b) In accordance with Regulation 12 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with SEBI Master Circular No. HO/38/13/ (4)2026 - MIRSD - POD/I/4298/2026 dated February 6, 2026, SEBI has mandated that dividend to security holders shall be paid only through electronic mode including to those who are holding securities in physical form. Such payment shall be made only after the shareholders furnish their PAN, contact details (postal address with PIN and mobile number), bank account details and specimen signature ("KYC") and choice of Nomination. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081.pdf.Members holding shares in physical form are requested to update the above-mentioned details by providing the appropriate requests through ISR forms with the Registrar and Share Transfer Agent to ensure receipt of dividend.

c) The relevant formats for Nomination and Updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and SEBI circular are available on Company's website www.amarjothi.net or at https://tinyurl.com/Investor-Downloads as well as the website of M/s. Cameo Corporate Services Limited, the Registrar and Share Transfer Agent of the Company at https://cambridge.cameoindia.com/Module/Downloadable_Formats.aspx..Original cancelled cheque leaf bearing the name of the first holder failing which first security holder is required to submit copy of bank passbook / statement attested by the bank which is mandatory for registering the new bank details.

d) As per Regulations 39 and 40 of the Listing Regulations, as amended , Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 read with SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, as applicable has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/ Exchange of securities certificate, Endorsement, Sub-division/Splitting of securities certificate, Consolidation of securities certificates/folios, Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC compliant.

e) As per SEBI circular dated January 30, 2026 a Special window for Physical transfer of shares has been opened. Physical transfer of shares shall be processed only where valid share certificate is/are available and transfer form executed on or before April 1, 2019 with lock-in period of one year. Shares can be lodge for transfer upto February 4, 2027.The shares that are re-lodged for transfer during this period shall be issued only in demat mode. Such re-lodgement requests along with the requisite documents shall be submitted to M/s. Cameo Corporate Services Limited, the Registrar and Share Transfer Agent (RTA) within the stipulated time.

f) SEBI vide its circular dated July 31, 2023, has introduced a common Online Dispute Resolution Portal ("ODR Portal"), which harnesses online method for resolution, conciliation and arbitration for disputes arising in the Indian Securities Market. The ODR Portal allows investors with additional mechanism to resolve their grievances, in case they are not satisfied with the resolution provided by the Company/RTA and/or through SCORES Platform of SEBI https://www.scores.gov.in/. Web-link to access the said ODR portal is https://smartodr.in

A Member shall first take up his / her / their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the Member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the Member is not satisfied with the outcome, he / she / they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Members are requested to take note of the same

g) Pursuant to the Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. April 01, 2020. For the prescribed rates for various categories, the shareholders are requested to refer to the Section 393 of the Income Tax Act, 2025 and amendments thereof. The Company is required to deduct tax at source from the dividend paid at the prescribed rates, if the dividend amount exceeds Rs.10,000/-. However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during financial year 2025-26 does not exceed Rs.10,000/- and also in cases where members provide Form 121 subject to conditions specified in the IT Act.

Form 121 can be downloaded from https://investors.cameoindia.com to avail the benefit and e-mail to investor@cameoindia.com by 11:59 P.M. IST on August 21, 2026. There is also provision to upload the Form 121 in the weblink viz., https://investors.cameoindia.com provided by the Company's Registrar and Share transfer agent.

For Non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess or as notified by the Government of India on the amount of dividend payable.

Non-resident shareholders can avail beneficial rates under the Tax Treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 41, any other document which may be required to avail the Tax Treaty benefits, by sending an email to nagaraj@cameoindia.com or via Online Investor Portal: https://wisdom.cameoindia.com/. The aforesaid declarations and documents should be submitted by the shareholders by 11:59 P.M. IST on August 20, 2026. For any additional information, members may refer the document titled "Communication on TDS on Dividend Distribution" available at https://tinyurl.com/Communication-on-TDS-2026.pdf

Any clarification required in this regard, you may contact Mr. Nagaraj, Manager, M/s. Cameo

Corporate Services Limited (Phone No.: 044- 40020734/35). No communication would be accepted from Members after August 21, 2026, regarding the tax withholding matters.

h) SEBI vide its Circular dated 06th February 2026, has simplified the process and documentation requirements for issuance of duplicate share certificates. Duplicate share certificates shall be issued only in dematerialized form. Members may refer to the FAQs and relevant forms available on the website of the Company's RTA, M/s. Cameo Corporate Services Limited, at https://cambridge.cameoindia.com/Module/Downloadable_Formats.aspx or via email at investor@cameoindia.com for details of the applicable procedure and documentation requirements.

12) Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number / folio number, e-mail ID, mobile number to mill@amarjothi.net /secretarial@amarjothi.net on or before 21st August, 2026. The shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

13) A Member who needs any clarification on accounts or operations of the Company shall send his/her queries addressed to the Company at mill@amarjothi.net /secretarial@amarjothi.net, on or before Friday, 21st August, 2026. Such queries will be replied by the Company suitably, during the AGM or through a separate e-mail.

14) Members are requested to note that pursuant to Section 124 (5) and 125, read with Rule 5 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, of the Companies Act, 2013, all unclaimed dividends shall be transferred to the 'Investor Education and Protection Fund' of the Central Government after a period of 7 years from the date of declaration. Shareholders who have not encashed the dividend warrants for the years 2018-19, 2019-20, 2020-21, 2021-22, 2022-23, 2023-24 and 2024-25 are requested to write to the Registrar and Share Transfer Agents of the Company, M/s Cameo Corporate Services Limited ,"Subramanian Building" No.1, Club House Road, Chennai -600002, for claiming the dividend. The details of shareholders whose unclaimed dividend / shares are liable to be transferred to IEPF are available at the Company's website - www.amarjothi.net. The Shareholders whose unclaimed dividend / share has been transferred to the Investor Education and Protection Fund, may claim the same from the IEPF authority by filing Form IEPF-5 along with the requisite documents.

15) Members who have not encashed their dividend warrants are advised to write to the Company immediately for claiming dividends declared by the Company, which are yet to be transferred to IEPF Authority.

16) Company's share transfer work and dematerialisation of shares is done by Registrar and Share Transfer Agents(RTA) - M/s Cameo Corporate Services Limited, "Subramanian Building" No.1, Club House Road, Chennai- 600002.Members are requested to inform the Company's Registrar and Share Transfer Agent or via email at investor@cameoindia.com, about the changes, if any, in their registered address along with the Pin Code, quoting their Folio Number and DP ID/ Client ID and email address.

17) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Company's Registrar, M/s Cameo Corporate Services Limited, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

18) Annual/provisional financial statements and related details of the wholly owned subsidiary company viz, RPJ Textiles Limited is posted on the Company's website and are also kept for inspection at the Registered Office of the Company and at the respective office of the subsidiary company. A copy of the same will be provided to the Members on request.

19) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection in the electronic form (scanned copy) by the Members during the AGM. All documents referred to in the Notice will also be available for inspection in the electronic form (scanned copy), without any fee, by the Members from the date of circulation of this Notice up to the date of AGM i.e. 28th August, 2026. Members seeking to inspect such documents can send an email to mill@amarjothi.net.

20) International Securities Identification Number of the company is INE484D01012.

21) In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialized form with effect from 1st April, 2019. In view of the above, Members are advised to dematerialise shares held by them in physical form.

22) The results of the Remote e-voting and e-voting during the Annual General Meeting will be announced by the Chairperson or person authorized by the Chairperson within 48 hours from the date of conclusion of the Annual General Meeting at the Registered office of the Company. A copy of which will be posted on the Company's website and forwarded to the Stock Exchange.

Voting through electronic means

1. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations") and any other applicable provisions, the Company is pleased to provide members the facility to exercise their right to vote at the 38th Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. A member may exercise his vote at any general meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulation read with the MCA circulars.

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

4. Pursuant to MCA Circulars the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

5. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.amarjothi.net. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

FOR REMOTE E-VOTING AND E-VOTING

i) The Board of Directors has appointed Sri. RAMCHANDAR.R(Membership.No.10097), Company Secretary in Practice as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner

ii) The e-voting facility will be available at the link www.evotingindia.com during the following voting period.

iii) The remote e-voting would commence on Tuesday, 25th August, 2026 (9:00 am) and end on Thursday, the 27th August 2026 (5:00 pm).

During the above period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st August 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 p.m. on 27th August 2026. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.

iv) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting.

v) The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. The Members, who has not cast their vote by remote e-voting, shall vote through e-voting system in the AGM.

vi) The Scrutinizer will submit his report to the Board after completion of the Scrutiny and the results of the e-voting will be announced by the Company on its website - www.amarjothi.net within 48 hours of the conclusion of the AGM.

THE INSTRUCTIONS FOR THE MEMBERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

1) The voting period begins on <25.08.2026 - 9.00 AM> and ends on <27.08.2026-5.00 PM>. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of <21.08.2026> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

2) The Members who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM through VC/OAVM facility but shall not be entitled to cast their vote again.

3) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

A) LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETINGS FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE CDSL/NSDL IS GIVEN BELOW

In terms of SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/242 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 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 CDSL Depository	**A. Existing users who have opted for Easi/Easiest** : Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. An option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on the login icon & New System My Easi Tab. 1) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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. **B.** **User not opted for Easi/Easiest:** 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 My Easi Tab and then click on registration option. **C.** **By visiting the e-voting website of CDSL:** The user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in Demat mode with NSDL Depository	**A.** **User already registered for NSDL IDeAS facility.** If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. **B. User not registered for IDeAS e-Services:** If the user is 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. After successful registration, please follow the steps given above to cast your vote.

Type of shareholders	Login Method
	C. by visiting E-Voting website of NSDL Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 1. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. **D. For OTP based login can click on https://eservices.nsdl.com /SecureWeb/evoting/evotinglogin.jsp.** You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification Code and generate OTP. Enter The OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. **E. NSDL Speede** Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. 2. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	**Helpdesk details** Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cds lindia.com or contact at 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request to Ms Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in or call at +91 22 4886 7000 and 022 - 2499 7000

B) LOGIN METHOD FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE.

i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

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

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

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

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

6) If you are a first-time user follow the steps given below:

PAN	**For Physical shareholders and other than individual shareholders holding shares In Demat.** Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

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

iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

v) Click on the EVSN for the relevant <Company Name- AMARJOTHI SPINNING MILLS LIMITED> on which you choose to vote.

vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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

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

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

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

xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

ADDITIONAL FACILITY FOR NON - INDIVIDUAL SHAREHOLDERS AND CUSTODIANS - FOR REMOTE VOTING ONLY

❖ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

❖ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

❖ The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

❖ It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

❖ Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address mill@amarjothi.net, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at mill@amarjothi.net/secretarial@amarjothi.net. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at mill@amarjothi.net/secretarial@amarjothi.net. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to mill@amarjothi.net /RTA email id investor@cameoindia.com/
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

FOR ASSISTANCE / QUERIES FOR E-VOTING ETC.

Login type	Helpdesk details
i) Individual Members holding securities in Demat mode with CDSL	If you have any queries or issues regarding attending e-voting from the e-voting system, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact at toll free no.1800225533 All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at toll free no.1800225533
ii) Individual Members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

ANNEXURE TO NOTICE

STATEMENT OF MATERIAL FACTS UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO.4

Sri. R. Premchander (DIN:00390795) was re-appointed as the Managing Director of the Company for a period of 5 (Five) years commencing from 1st September 2021 and until 31st August 2026 on the terms and conditions as approved by the Shareholders at the 33rd Annual General Meeting. Accordingly, the present tenure of his office is valid up to 31st August 2026.

Brief Profile of Sri R.Premchander is given below:

Sri R. Premchander has been a Director in the Company since 1987. He has a rich and varied experience profile and has led the Company with his leadership and vision. He has over 39 years' experience in marketing, finance and management and provides a professional touch to the company's management. He has expertise in the legal, administration, and management fields. His deep industry knowledge and hands-on leadership have been instrumental in shaping the operational and strategic trajectory of the Company.

Considering his professional commitment to the Company, the results which have been achieved by him as a Managing Director and based on the inputs received from the performance evaluation exercise as carried out by the Independent Directors of the Company, and upon recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, the Board of Directors of the Company ("Board") at their meeting held on 27th July 2026 have, subject to the approval of the Members at the ensuing Annual General Meeting, re-appointed Sri R. Premchander (DIN: 00390795) as the Managing Director, for a further period of 5 (Five) years on the same existing remuneration as set out in the Resolution with effect from 01st September, 2026. His re-appointment is expected to be greatly beneficial to the future growth plans of the Company.

As per Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee at their meeting held on 27th July, 2026 had in the best interest and progress of the Company, proposed the re-appointment of Sri R. Premchander as Managing Director of the Company for a further period of 5 years commencing from 01st September, 2026 and determined his remuneration as set out in the Resolution and recommended the same to the Board.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") the Audit Committee of the Board of Directors at their meeting held on 27th July, 2026 have also approved the same existing remuneration payable to Sri R. Premchander as Managing Director of the Company and have recommended the same to the Board.

Pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013, the reappointment of Managing Director shall be subject to the approval of the Shareholders of the Company in the General Meeting. Hence, the necessary Resolution has been set out as Item No. 4 of the Notice for the approval of the Members.

Sri R.Premchander, is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India ("SEBI") order or any other such authority.

The disclosure as required under Schedule V of the Companies Act, 2013, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") has been annexed and forms part of this Notice.

Based on the above points, the Board recommends the Resolution as set out in Item No. 4 of the Notice for approval of the Members as a Ordinary Resolution.

Interest of Directors:

Except Sri R.Premchander, being the appointee, and Sri R.Jaichander, Whole Time Director, being his relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 4 of the accompanying Notice of the AGM.

ITEM NO.5

Sri.R.Jaichander (DIN:00390836) was re-appointed as the Whole Time Director of the Company for a period of 5 (Five) years commencing from 1st December 2021 and until 30th November 2026 on the terms and conditions as approved by the Shareholders at the 33rd Annual General Meeting. Accordingly, the present tenure of his office is valid up to 30th November 2026.

Brief Profile of Sri R.Jaichander is given below:

Sri R.Jaichander has been a Director in the Company since 1991. He has been a key member of the company's leadership team, contributing significantly to its growth and evolution and continues to offer visionary guidance and plays an active role in providing strategic direction and governance. He has over 35 years' experience in production planning, technical, and financial, cost management and monitoring and factory management. His professional background reflects a disciplined approach to financial governance, risk awareness, and process improvement, together with the ability to manage complex reporting and compliance requirements in dynamic business environments.

Considering the persistent efforts of Sri R.Jaichander towards the growth of the company and his ever increasing responsibilities as a Whole Time Director and based on the inputs received from the performance evaluation exercise as carried out by the Independent Directors of the Company, and upon recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, the Board of Directors of the Company ("Board") at their meeting held on 27th July 2026 have, subject to the approval of the Members at the ensuing Annual General Meeting, re-appointed Sri R. Jaichander (DIN: 00390836) as the Whole Time Director, for a further period of 5 (Five) years on the same existing remuneration as set out in the Resolution with effect from 01st December 2026. His re-appointment is expected to be greatly beneficial to the future growth plans of the Company.

As per Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee at their meeting held on 27th July, 2026 had in the best interest and progress of the Company, proposed the re-appointment of Sri R. Jaichander as Whole Time Director of the Company for a further period of 5 years commencing from 01st December 2026 and determined his remuneration as set out in the Resolution and recommended the same to the Board.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") the Audit Committee of the Board of Directors at their meeting held on 27th July, 2026 have also approved the same existing remuneration payable to Sri R.Jaichander as Whole Time Director of the Company and have recommended the same to the Board.

Pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013, the reappointment of Managing Director shall be subject to the approval of the Shareholders of the Company in the General Meeting. Hence, the necessary Resolution has been set out as Item No.5 of the Notice for the approval of the Members.

Sri R.Jaichander, is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India ("SEBI") order or any other such authority.

The disclosure as required under Schedule V of the Companies Act, 2013, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") has been annexed and forms part of this Notice.

Based on the above points, the Board recommends the Resolution as set out in Item No. 5 of the Notice for approval of the Members as a Ordinary Resolution.

Interest of Directors:

Except Sri R.Jaichander, being the appointee, and Sri R.Premchander, Whole Time Director, being his relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 5 of the accompanying Notice of the AGM.

ITEM NO.6

The Board of Directors (the "Board"), on the recommendation of the Audit Committee, has approved the appointment of Sri. M.Nagarajan, Practicing Cost Accountant (Firm No: 000088), to audit the cost records of theCompany maintained across various segments on which Cost Audit Rules are applicable, for the financial year 2026-27, at a total remuneration of Rs. 40,000/- per annum excluding the applicable Goods and service tax (GST) and reimbursement of out of pocket expenses incurred by him in connection with the audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("Act") read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable / paid to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, ratification of the Members is sought for the aforesaid remuneration payable / paid to the Cost Auditors of the Company for the financial year 2026-27.

The Board recommends passing of the resolution set out at Item No.6 of the Notice as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the Resolution as set out in Item No. 6 of the Notice.

By order of the Board

Place: Tirupur	**(Sd/-) R. PREMCHANDER**	**(Sd/-) R. JAICHANDER**
Date: 27.07.2026	Managing Director	Whole Time Director
	DIN: 00390795	DIN: 00390836

ANNEXURE TO NOTICE OF AGM

STATEMENT OF INFORMATION AS PER SCHEDULE V OF THE COMPANIES ACT, 2013

Relevant to Appointment of Executive Directors, pursuant to Item NO.4 and 5 of the Notice

I. GENERAL INFORMATION

1. **Nature of Industry**

   The Company manufactures and distributes yarn to domestic and international textile companies. The Company provides a variety of shades and styles of yarn. Amarjothi produces good quality color melange yarn for hosiery, woven and home textiles. The manufacturing unit is located at Nambiyur and dyeing unit is located in Perundurai.

2. Date of commencement of commercial production - 16.12.1987

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus - Not Applicable

4. Financial performance based on given indicators (Rs. in lakhs, except EPS)

(Rs. in lakhs, except EPS)

Particulars	2025 - 26	2024 - 25
Total Income	20758.52	21398.85
Profit/ (Loss) before tax	1486.07	1618.41
Profit/ (Loss) after tax	936.97	1104.06
Paid-up equity capital	675.00	675.00
Reserves and Surplus	19038.03	18297.18
Basic Earnings per share (EPS)	13.88	16.36

5. Export Performance and Net foreign exchange earnings
   - ❖ Inflow (Fob value of exports) Rs.716.70 lakhs
   - ❖ Outflow (Imports & charges) Rs.60.51 lakhs

6. **Foreign Investments or collaborations, if any. Nil**

II. Information about the appointee Directors

a) SRI.R.PREMCHANDER (DIN- 00390836) - Managing Director

i) Background Details / Recognition or awards / job profile and suitability :

Sri R.Premchander is the Managing Director of the Company. His present tenure comes to an end on 31.08.2026.Sri R.Premchander was appointed as Managing Director on the Board on 01.09.2021 for a period of 5 years. He takes care of day to day operations of the Company including diversification and global export market. Kindly refer the Explanatory statement of item No.4 mentioned above.

ii) **Past remuneration:** Rs.60, 000/- per month

iii) **Remuneration proposed:** The details of the remuneration proposed to be paid to Sri. R. Premchander has been set out in Item No. 4 of the Notice.

Remuneration Proposed: Rs.60,000/- per month

Commission : 5.5% on the Net Profit of the Company, as may be applicable

The remuneration proposed is commensurate with the size of the Company, the responsibilities and the industry norms.

No. of shares held in the Company: 1858043 equity shares of Rs.10/- each

Board position held: Managing Director

iv) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

Taking into consideration the size of the Company, the nature of the industry, the profile, knowledge, skills and responsibilities, the above proposed remuneration is commensurate.

v) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:**

Sri R. Premchander is related to Sri R. Jaichander, Whole Time Director

b) **SRI. R. JAICHANDER (DIN- 00390836) -** Whole Time Director

i) **Background Details / Recognition or awards / job profile and suitability :**

Sri R. Jaichander is the Whole Time Director of the Company. His present tenure comes to an end on 10.11.2026. Sri R. Jaichander was appointed as Whole Time Director on the Board on 12.08.2021 for a period of 5 years. He is responsible for overall operations of the entire organization.Refer the Explanatory statement of item No.5 mentioned above.

ii) **Past remuneration:** Rs.60, 000/- per month

iii) **Remuneration proposed:** The details of the remuneration proposed to be paid to Sri.R.Jaichander has been set out in Item No. 5 of the Notice.

Remuneration Proposed: Rs.60,000/- per month

Commission : 5.5% on the Net Profit of the Company, as may be applicable

The remuneration proposed is commensurate with the size of the Company, the responsibilities and the industry norms.

No. of shares held in the Company: 1912880 equity shares of Rs.10/- each

Board position held: Whole Time Director

iv) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Taking into consideration the size of the Company, the nature of the industry, the profile, knowledge, skills and responsibilities, the above proposed remuneration is commensurate.

v) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:

Sri R.Jaichander is related to Sri R.Premchander, Managing Director

III. OTHER INFORMATION

1. **Reasons for loss or inadequate profits** : Not applicable, as the Company has earned a profit for the financial year ended 31st March 2026. However, loss or inadequacy of profits may arise in future owing to economic and business slowdown caused by various external factors beyond the control of the Company.
2. **Steps taken or proposed to be taken for improvement :** Not applicable.
3. **Expected increase in productivity and profits in measurable terms :** Not applicable.

IV. DISCLOSURES

i) **All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors:** Please refer to the Item no.4 and 5 of the AGM notice

ii) **Details of fixed component and performance linked incentives along with the performance criteria:** Please refer to the Item no.4 and 5 of the AGM notice

iii) **Service contracts, notice period, severance fees:** Please refer to the Item no.4 and 5 of the AGM notice.

iv) **Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable:** The Company has not issued any Stock Options.

Details of Director(s) seeking appointment and re-appointment at the Annual General Meeting in pursuance of Secretarial Standards (SS-2) and Regulation 36 of SEBI (LODR) Regulations, 2015.

Item No. 3 , 4 and 5

Name of the director	N. RADHAKRISHNAN	R. PREMCHANDER	R. JAICHANDER
DIN	00390913	00390795	00390836
Date of Birth	19/05/1948	16/11/1968	13/08/1974
Age	78 years	58 years	52 years
Date of appointment and re-appointment on the board	31.08.2005	Appointment - 16.12.1987 Re-appointment-01.09.2021	Appointment 30.09.1993 Re-appointment - 01.12.2021
Board position held	Non-Executive Non Independent Director	Executive Director	Executive Director
Qualifications	S.S.L.C	B.Com., MBA.	B.Com.
Expertise in Functional Area	Accounting and Financing skills	He has over 39 years' experience in marketing, finance and management and provides a professional touch to the company's management. He has expertise in the legal, administration, and management fields. Detailed in Item No. 4 of the Explanatory Statement of AGM Notice	He has over 33 years' experience in production planning, technical, and financial, cost management and monitoring and factory management. As detailed in Item no.5 of the Explanatory Statement of AGM Notice
Terms and conditions of appointment	Retires by rotation and eligible for re-appointment	As specified in Item No. 4 of the AGM Notice	As specified in Item no.5 of the AGM Notice
Remuneration Last Drawn (FY2025-26)	No remuneration shall be paid except sitting fees	As specified in Item No.4 of the AGM Notice	As specified in Item no.5 of the AGM Notice
Remuneration proposed to be paid	He is entitled for payment of sitting fees for attending the Meetings of the Board and its Committees	As specified in Item No.4 of the AGM Notice	As specified in Item no.5 of the AGM Notice
No. of Board Meetings attended during the year	9/9	9/9	9/9

Name of the director	N. RADHAKRISHNAN	R. PREMCHANDER	R. JAICHANDER
Directorships held in other companies.	**Public Company:** - RPJ Textiles Limited (Unlisted)	**Public Companies:-** Amarjothi Power Generation and Distribution Company Limited - R P J Textiles Limited **Private Companies:** -Twiss Drinks India Private Limited -Premchander Green Energy private Limited -Premchander Wind Farms Private Limited -AJSM Green Energy Private Limited -Propin India Developers Private Limited	**Public Companies:** - R P J Textiles Limited **Private Companies:** -Jayanthi Wind Farms Private Limited -Sarojarajan Green Energy Private Limited -Jayanthi Green Energy Private Limited -AFCM Wind Farms Private Limited -Sushmitha Titikshaa Green Energy Private Limited -Puvaneswari Enterprises Wind Farms Private Limited -Jaichander Wind Farms Private Limited
Chairman/ Members of the Committees of the Board of other Companies in which he is a Director as on 31st March, 2026	Chairman : Nil Member: Nil	Chairman: Nil Managing Director: Nil	Chairman: Nil Managing Director: Nil
No. of Shares held	Nil	1858043 equity shares of Rs.10/- each	1912880 equity shares of Rs.10/- each
Relationship with other Directors	Not related to any other Director	Brother of Sri. R. Jaichander, Joint Managing Director	Brother of Sri R.Premchander, Managing Director.
Names of the listed entities from which the person has resigned in the past 3 years	Nil	Nil	Nil