Date: 06th November, 2026

To,
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P.J. Towers,
Dalal Street,
Mumbai – 400 001.

Sub.: Notice of Extra-ordinary General Meeting (EGM) of the Company

Ref.: Scrip Code: 544221 (KIZI APPARELS LIMITED)

Pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed herewith the Notice dated 06th November, 2026, convening Extra-Ordinary General Meeting (EGM) of the shareholders of the Company, to be held on **Monday, 30th November, 2026 at 03:00 P.M**. through Video Conferencing or Other Audio Visual Means (VC/OAVM), seeking approval of the Members in respect of the resolution set out in the EGM Notice.

In compliance with Section 108 of the Companies Act, 2013 ('Act') and other applicable provisions of the Act, read with the applicable Rules, Listing Regulations, the provisions of relevant MCA Circulars and other law(s) as applicable, the Company is providing e-voting facility to the shareholders, whose names appear in the Register of Members / List of Beneficial Owners as on **Monday, 23rd November, 2026 ("Cut-Off Date"),** to cast their votes electronically on the resolution as set forth in the EGM Notice, using remote e-voting system as well as e-voting at the EGM through electronic voting system. The Company has engaged the services of National Securities Depository Limited (NSDL) for this purpose.

Further, in accordance with the provisions of the relevant MCA Circulars, the Company has sent the EGM Notice along with Explanatory Statement by electronic mail only to all its shareholders who have registered their email addresses with the Company or depository/depository participants.

The facility of e-voting will be available for the following period:

Commencement of Remote e-voting	From 09:00 A.M. (IST) on Friday, November 27th, 2026
End of Remote e-voting	Up to 5:00 P.M. (IST) on Sunday, November 29th, 2026

KIZI APPARELS LIMITED

The Notice is also available on the website of the Company at https://kiziapparels.co.in/ and on the website of NSDL at https://www.evoting.nsdl.com/.

We request you to take the same on record.

Thanking You,
Yours faithfully,

FOR, KIZI APPARELS LIMITED

Abhishek Nathani
Managing Director
DIN: 10086861

Date: 06th November, 2026

Encl: as above

NOTICE

Notice is hereby given that **Ninth** Extra ordinary General Meeting of the Members of **KIZI APPARELS LIMITED** will be held on **Monday, 30th November, 2026** at **03:00 P.M. at the registered office of the company** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business.

SPECIAL BUSINESS

1. **Increase in Authorised Share Capital and Alteration of the Capital clause in 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, read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof, for the time being in force) and the rules framed thereunder, the consent of the members be and is hereby accorded to increase the Authorised Equity Share Capital of the Company from the existing 11,00,00,000/- (Rupees Eleven Crore Only) divided into 1,10,00,000 (One crore Ten Lakhs) Equity Shares of 10/- (Rupees Ten Only) each to 16,00,00,000/- (Rupees Sixteen Crore Only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of 10/- (Rupees Ten Only) each ranking pari passu in all respect with the Existing Shares of the Company."

"RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the approval of members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and replace with the following:

V. The Authorised Equity Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crore Only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of 10/- (Rupees Ten Only) each."

"RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of the Directors of the Company (hereinafter referred to as "Board" which term shall include a Committee thereof authorised for the purpose) be and is hereby authorised to take all such necessary steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the

shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

2. **Regularisation of Mr. Raj Kumar Nathani (DIN: 12003295), Additional Director (Non – Executive), as a Non-Executive Director 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 Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, the Articles of Association of the Company and Regulation 17(1C) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, **Mr. Raj Kumar Nathani (DIN: 12003295),** who was appointed by the Board of Directors as an Additional Non-Executive Director of the Company with effect from 16th October, 2026, and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation."

   "RESOLVED FURTHER THAT MR. ABHISHEK NATHANI (DIN: 10086861) Managing Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

3. **Issue of Warrants, convertible into Equity shares to person(s) and/or entity(ies) belonging to "Promoter, Promoter Group and Public" on a preferential basis:**

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

   "**RESOLVED THAT**, pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended **(the "Act")**, read with 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 amendment(s), modification(s), or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **("SEBI ICDR Regulations")**, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR Regulations")**, as amended from time to time, and the listing agreement(s) entered into by the Company with Stock Exchange(s) i.e., BSE Limited **("BSE")**, where the Equity Shares of the Company having a face value of ₹10/- (Rupees Ten only) each **("Equity**

Shares") are listed, and subject to all other applicable rules, regulations, guidelines, circulars, notifications and clarifications issued by the Ministry of Corporate Affairs **("MCA")**, the Securities and Exchange Board of India **("SEBI")**, and/or any other competent regulatory authority from time to time (collectively referred to as "**Applicable Regulatory Authorities**"), and in accordance with the enabling provisions of the Memorandum of Association **("MOA")** and Articles of Association **("AOA")** of the Company, and subject to such approvals, consents, permissions, and sanctions as may be necessary or required from time to time from the Applicable Regulatory Authorities and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions, and sanctions, which may be agreed to by the Board of Directors of the Company (the "**Board**", which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches, **up to 51,69,000 (Fifty-one lakh, sixty-nine thousand)** Convertible Warrants **("Warrants")** of face value of Rs. 10.00/- (Rupees Ten only) each, for cash, entitling the Proposed Allottee(s)/Warrant holders **("Proposed Allottees")** to exercise option to convert and get allotted, in one or more tranches, one Equity Share of Rs. 10.00/- each fully paid-up against each Warrant, within a period of 18 (Eighteen) months from the date of allotment of Warrants, **at a price of Rs. 17.50/- (Rupees Seventeen and Fifty Paise only) each {including a premium of Rs.7.50/- each}) ("Warrant Issue Price"), aggregating to not more than Rs. 9,04,57,500/- (Rupees Nine crore four lakh fifty-seven thousand five hundred only),** which price is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations ("Floor Price") and as per the valuation report of Mr. Bhavin R. Patel (IBBI/RV/05/2019/11668), Registered Valuer."

"**RESOLVED FURTHER THAT**, the Warrants shall be offered and issued on a preferential basis **("Preferential Issue")** to the Proposed Allottees, who belong to the "Promoter, Promoter Group and Public" category, for consideration in cash, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations, the Act, and other applicable laws."

Sr. No.	Name of the Proposed Allottees	Category	No. of Convertible Warrants proposed to be issued
1.	Abhishek Nathani	Promoter	8,04,000
2.	Kiran Nathani	Promoter	6,00,000
3.	Suchitra Nathani	Promoter Group	5,01,000

4.	Raj Kumar Nathani	Promoter Group	3,90,000
5.	Raj Kumar Nathani & Sons HUF	Promoter Group	3,90,000
6.	Abhishek Nathani and Sons HUF	Promoter Group	3,90,000
7.	Mit Bharatkumar Shah	Public	2,01,000
8.	Naitri Anilkumar Morakhiya	Public	2,01,000
9.	Ashaben Muktilal Doshi	Public	2,01,000
10.	Rutu Naman Shah	Public	2,01,000
11.	Babyvilla Clothing Private Limited	Public	2,01,000
12.	Prashant Sharma	Public	1,74,000
13.	Anil Surana	Public	1,14,000
14.	Anilkumar Mahendrakumar Morakhiya	Public	1,14,000
15.	Anita Jain	Public	1,02,000
16.	Brijesh Kumar Dabaria	Public	1,02,000
17.	Binod Kumar Tholia	Public	1,02,000
18.	Saroj Chandak	Public	1,02,000
19.	Neelu Sharma	Public	1,02,000
20.	Surinder Goel HUF	Public	90,000
21.	Pratik Verma	Public	57,000
22.	Alkaben Bharatkumar Shah	Public	15,000

23.	Anitaben Bharat Shah	Public	15,000
	Total		**51,69,000**

"**RESOLVED FURTHER THAT**, pursuant to the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the issue price of the Convertible Warrants to be issued on Preferential basis is fixed as **Friday, 30th October, 2026 ("Relevant Date")** being 30 days prior to the date of the Extra Ordinary General Meeting ("EGM") Schedule to be held on **Monday, 30th November, 2026** at which this special resolution is proposed to be passed."

"**RESOLVED FURTHER THAT**, the minimum price of the Equity Shares arising upon conversion of the Warrants shall not be less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations. The Equity Shares of the Company have been frequently traded as on the Relevant Date and, since the proposed allotment exceeds five percent (5%) of the post-issue fully diluted share capital of the Company, a valuation report dated Monday, 02nd November, 2026 has been obtained from Mr. Bhavin R. Patel ,Vadodara, Registration No. IBBI/RV/05/2019/11668, a Registered Valuer, and the issue price been determined after taking into account the said valuation report."

(The valuation report is available for inspection at the Registered Office of the Company during business hours on any working day and the same can also access at Company's website i.e., https://kiziapparels.co.in/).

"**RESOLVED FURTHER THAT**, without prejudice to the generality of the above resolution, the issue of Warrants on preferential basis to the Proposed Allottees, and the Equity Shares to be issued upon exercise of the option attached to the Warrants, shall be subject to the following terms and conditions, in addition to such other conditions as may be prescribed under applicable laws:

a. Amount payable on Allotment of Warrants shall be 25.00% of the issue price per warrant and the balance amount i.e. 75.00% of issue price per warrant, shall be paid at the time of allotment of the Equity shares pursuant to exercise of option to convert the Warrants into Equity Shares;

b. The said Warrant(s) shall be issued and allotted in dematerialized form only and within a maximum period of fifteen (15) days from the date of passing of the Special Resolution by the Members, provided that where such allotment is subject to receipt of any approval or permission from regulatory authorities, the allotment of warrants shall be completed within fifteen (15) days from the date of receipt of the last of such approvals/permissions, or within such extended period as may be permitted under the SEBI (ICDR) Regulations, as amended from time to time;

c. The Equity Shares allotted on conversion of the Warrants shall rank pari-passu in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum of Association ("MOA") and Articles of Association ("AOA") of the Company;

d. The tenure of warrants shall not exceed 18 (Eighteen) months from the date of allotment of the warrants;

e. The proposed allottees of warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one Equity Share of face value of Rs. 10.00/- (Rupees Ten Only) for every warrant, within a period of 18 (Eighteen) months from the date of allotment of such warrants and upon exercise of the option by proposed allottees, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Proposed Allottees;

f. In case, the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (Eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically;

g. The said warrants by itself, until exercise of conversion option into Equity Shares allotted, does not give any rights to the warrant holder with respect to that of the Shareholders of the Company;

h. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI (LODR) Regulations and the Securities Contracts (Regulation) Rules, 1957;

i. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof from time to time;

j. Upon exercise of the option by the allottees to convert the Warrants into Equity shares within a period of 18 (Eighteen) months, the Equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of SEBI (ICDR) Regulations;

k. The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations and allotted equity shares shall be listed on the stock exchange where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals.

Further, the aforesaid warrants shall not be sold, transferred, hypothecated or encumbered in any manner by the Proposed Allottees during the period of lock-in, except to the extent and in the manner permitted under Chapter V of SEBI ICDR Regulations;

The pre-preferential shareholding, if any, of the Proposed Allottee(s) in the Company shall be subject to lock-in in accordance with Regulation 167 and other applicable provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, as amended ("SEBI ICDR Regulations").

However, in addition to the lock-in period prescribed under ICDR Regulations, the said Equity Shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottee.

l. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the SEBI (LODR) Regulations and all other applicable laws, rules and regulations.

m. The total number of Convertible Warrants and Equity Shares offered, issued, and allotted shall not exceed the number of shares approved by the members.

Without prejudice to the above, the issue of the Equity Shares pursuant to conversion of warrants, shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof."

"**RESOLVED FURTHER THAT**, the Board be and is hereby authorised to issue and allot such Equity Shares as may be required to be issued and allotted upon conversion of the said Warrants and that Equity Shares shall be subject to the provisions of the Articles of Association ("AOA") of the Company and shall rank pari-passu in all respects, including entitlement for dividend, with the existing Equity Shares of the Company.

"**RESOLVED FURTHER THAT**, the Board be and is hereby authorised to decide and approve other terms and conditions of the issue of the Convertible Warrants and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem

fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations."

"**RESOLVED FURTHER THAT**, subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from BSE Limited ("BSE"), within the timelines prescribed under the applicable laws."

"**RESOLVED FURTHER THAT**, the Company hereby takes note of the certificate received from the Practicing Company Secretary certifying that the proposed issue of Equity Shares is being made in compliance with the SEBI (ICDR) Regulations."

"**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, any Director, Committee of the Board, or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters, and things as may be deemed necessary, desirable, or expedient, including without limitation: issuing clarifications, resolving questions of doubt, effecting any modifications or changes to the foregoing (including modifications to the terms of the issue), entering into contracts, arrangements, agreements, documents (including the appointment of agencies, intermediaries, and advisors for the issue), filing requisite documents with the Registrar of Companies, Depositories, Stock Exchange, and other regulatory authorities, and to take such steps as may be incidental, consequential, or ancillary in this connection. The decision of the Board in this regard shall be final and conclusive."

"**RESOLVED FURTHER THAT**, **MR. ABHISHEK NATHANI (DIN: 10086861)** Managing Director and/or **MS. MONICA MAHAVEER JAIN** Company Secretary of the Company be and are hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board, any Director(s), or Officer(s) of the Company, including the authority to make necessary filings with the Stock Exchange and other regulatory authorities, execution of documents, representation before governmental authorities, and appointment of Consultants, Professional Advisors, and Legal Advisors, for giving effect to the above resolution."

"**RESOLVED FURTHER THAT**, all actions already taken by the Board in connection with any of the matters referred to in or contemplated by the foregoing resolutions be and are hereby approved, ratified, and confirmed in all respects, as if the same had been done with the authority of the Members."

For and on Behalf of the Board of Directors of

KIZI APPARELS LIMITED

SD/-	**SD/-**
ABHISHEK NATHANI	**KIRAN NATHANI**
MANAGING DIRECTOR	**DIRECTOR**
DIN: 10086861	**DIN: 10086860**

Place: Jaipur

Date: 06.11.2026

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013:

Item No. 1:

Considering the requirement and future business prospects, it is therefore considered necessary to increase the Authorised Equity Share Capital of the Company from Rs. 11,00,00,000/- (Rupees Eleven Crore Only) divided into 1,10,00,000 (One crore Ten Lakhs) Equity Shares of 10/- (Rupees Ten Only) each to 16,00,00,000/- (Rupees Sixteen Crore Only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of 10/- (Rupees Ten Only) each ranking pari passu in all respect with the Existing Shares of the Company.

The proposed increase in Authorised Equity Share Capital requires the approval of members in Extraordinary General Meeting. Consequently, upon increase in Authorised Share Capital, the Memorandum of Association of the Company will require alteration so as to reflect the increased Authorised Equity Share Capital.

The Memorandum of Association of the Company is open for inspection of the members at the registered office of the Company during the normal business hours at any time up to the date of the Extraordinary General Meeting and at the meeting.

The proposed resolution is in the interest of the Company and your Directors recommend the same for your approval by way of an Ordinary Resolution.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Item No. 2:

In accordance with Section(s) 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 **(the "Act")** and 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 Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(the "SEBI ICDR Regulations")** and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(the "SEBI LODR Regulations")**, as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities i.e. warrants convertible into equity shares **("Warrants")** by way of private placement on a preferential basis to the person(s) and/ or entity(ies) belong to "Promoter ,Promoter Group and Public" category.

The Board, at its meeting held on **Friday,30th October, 2026**, has subject to the approval of the Members and such other approvals as may be required, has approved the proposed preferential issue of **up to 51,69,000 (Fifty-one lakh and sixty-nine thousand) Convertible Warrants ("Warrants")** of Rs. 10.00/- each fully paid up in cash, entitling the Proposed Allottees/ Warrant Holders to exercise option to convert and get allotted one Equity Share of face value of Rs. 10.00/- (Rupees Ten Only) each fully paid-up against each warrant, within 18 (Eighteen) months from the date of allotment of warrants, **at a price of Rs. 17.50/- (Rupees Seventeen and Fifty Paise only) each (including premium of Rs. 7.50/- (Rupees Seven and Fifty Paise only) each (hereinafter referred to as the "Warrant Issue Price"), aggregating to not exceeding Rs. 9,04,57,500/- (Rupees Nine crore four lakh fifty-seven thousand five hundred only)** (amounts round off nearby zero) to the Proposed Allottee(s) for a consideration in cash, (as detailed in the resolution), each belonging to the "Promoter and Promoter Group" category, by way of preferential issue on a private placement basis ("Preferential Issue").

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 the Proposed Allottee(s).

The allottee(s) have confirmed their eligibility in terms of Regulation 159 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**"), to subscribe to the equity shares to be issued pursuant to the Preferential Issue.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the Members is being sought for raising the funds by issuance of Equity Shares on a preferential basis in the manner detailed hereafter.

1. Particulars of the offer including date of passing of Board resolution:

The Board, pursuant to its resolutions dated **Friday, 30th October, 2026**, for raising of funds through a preferential issue and considering the report provided by the registered valuer on the pricing of shares has approved the same.

Accordingly, the Board has approved the issue of **51,69,000** (**Fifty-one lakh, sixty-nine thousand**) Convertible Warrants at issue price of Rs. 17.50/- (Rupees Seventeen and Fifty Paise only) per warrant, including a premium of Rs. 7.50/- (Rupees Seven and Fifty Paise only) per warrant, for consideration in cash, on a preferential basis to person(s) and/or entity(ies) belonging to the "Promoter and Promoter Group" category. Each warrant shall be convertible into one (1) Equity Share of face value Rs. 10.00/- (Rupees Ten Only) each, fully paid-up, against each warrant within a period of 18 (Eighteen) months from the date of allotment of the warrants. The issue price has been determined in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, as amended ("SEBI (ICDR) Regulations"), and is not less than the floor price prescribed thereunder.

2. ***The Objects of the issue:***

The Company intends to utilize the proceeds raised through the Preferential Issue **("Issue Proceeds")** towards the following objects:

a. To meet working capital requirements of the Company (referred to below as **"Working Capital requirements"**);

b. Up to 20.00% (twenty percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as **"General Corporate Purposes"**).

(Collectively referred to below as the **"Objects"**)

Utilization of Issue Proceeds:

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	To meet working capital requirement of the Company	7,23,66,000	Within 12 months from receipt of funds for the warrants (as set out herein)
2.	General Corporate Purpose	1,80,91,500	
	Total	**9,04,57,500**	

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (Eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilised for all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds for the Warrants (as set out herein).

3. Kind of securities offered and the price at which security is being offered and the total number of shares or other securities to be issued:

The Company has agreed to issue up to **51,69,000** (**Fifty-one lakh, sixty-nine thousand)** convertible warrants at a price of Rs. 17.50/- (Rupees Seventeen and Fifty Paise only) each (including a premium of Rs. 7.50/- (Rupees Seven and Fifty Paise only). The said issue price is not less than the floor price determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations.

4. ***Basis on which the price has been arrived at:***

The Equity Shares of the Company are listed and traded on the BSE Limited. The equity shares of the Company are frequently traded in terms of the Regulation 164 of the SEBI ICDR Regulations.

Accordingly, the computation of the price per Equity Shares has been determined as follow:

The Floor Price of Rs. 17.43/- each has been determined in accordance with the pricing formula prescribed under SEBI ICDR Regulations for Preferential Issue of Convertible warrants, being higher of the following:

a. The 90 trading days volume-weighted average price ("VWAP'") of the Equity Shares of the Company quoted on the BSE preceding the relevant date i.e., Rs. 17.43/- per equity share;

b. The 10 trading days volume-weighted average price ("VWAP") of the Equity Shares of the Company quoted on the BSE preceding the relevant date i.e., Rs. 15.27/- per equity share;

Further, in terms of Regulation 166A of SEBI ICDR Regulations, since the proposed preferential issue, exceeds five percent (5%) of the post-issue share capital of the Company, the price has also been determined based on the valuation report issued by a registered Valuer. Accordingly, the issue price of **Rs. 17.50/- (Rupees Seventeen and Fifty Paise only)** has been determined in line with the prescribed formula and the said valuation report.

The issue price has been fixed at Rs. 17.50/- (Rupees Seventeen and Fifty Paise only) each, which is not less than the floor price computed in accordance with Chapter V of the SEBI (ICDR) Regulations.

The Valuation report dated Monday, 02nd November, 2026, issued by the Registered Valuer, shall remain available for inspection by the Members of the Company at the Registered Office during business hours on any working day between 11:00 A.M. and 5:00 P.M. up to the date of the EGM.

5. ***The price or price band at/within which the allotment is proposed:***

The price per warrant to be issued has been fixed at Rs. 17.50/- (Rupees Seventeen and Fifty Paise only) each, comprising a face value of Rs. 10.00/- (Rupees Ten only) each and a premium of Rs. 7.50/- (Rupees Seven and Fifty Paise only) each.

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:***

The "**Relevant Date**" as per Chapter V of the SEBI ICDR Regulations, for the determination of the issue price for convertible warrants to be issued, is **Friday, 30th October, 2026,** being 30 days prior to the date of Extraordinary General Meeting ("EGM").

Explanation: Where the Relevant Date falls on a weekend or a holiday, the day preceding such weekend or holiday shall be reckoned as the relevant date.

7. ***The pre issue and post issue shareholding pattern of the Company:***

The pre issue shareholding pattern of the Company as on 30th September, 2026 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is mentioned herein below:

Sr. No.	Description	Pre-Issue shareholding		*Post issue shareholding	
		No. of shares	% of shares	No. of shares	% of shares
(A)	**Promoter and Promoter Group's Shareholding**				
1	Indian				
(a)	Individuals/ Hindu Undivided Family	60,02,800	59.30	90,77,800	59.36
(b)	Central Government/ State Government(s)	0	0.00	0	0.00
(c)	Bodies Corporate	0	0.00	0	0.00
(d)	Financial Institutions/ Banks	0	0.00	0	0.00
(e)	Any Others (Specify)	0	0.00	0	0.00
	Sub Total(A)(1)	**60,02,800**	**59.30**	**90,77,800**	**59.36**
2	Foreign				

A	Individuals (Non - Residents Individuals/ Foreign Individuals)	0	0.00	0	0.00
B	Bodies Corporate	0	0.00	0	0.00
C	Institutions	0	0.00	0	0.00
D	Any Others (Specify)	0	0.00	0	0.00
	Sub Total(A)(2)	**0**	**0.00**	**0**	**0.00**
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1) +(A)(2)	**60,02,800**	**59.30**	**90,77,800**	**59.36**
(B)	**Public shareholding**				
1	Institutions				
(a)	Mutual Funds/ UTI	0	0.00	0	0.00
(b)	Financial Institutions/ Banks	0	0.00	0	0.00
(c)	Central Government/ State Government(s)	0	0.00	0	0.00
(d)	Venture Capital Funds	0	0.00	0	0.00
(e)	Insurance Companies	0	0.00	0	0.00
(f)	Foreign Portfolio Investors	0	0.00	0	0.00
(g)	Foreign Institutional Investors	0	0.00	0	0.00
(h)	Foreign Venture Capital Investors	0	0.00	0	0.00
(i)	Any Other - Foreign Body Corporate	0	0.00	0	0.00
	Sub-Total (B)(1)	**0**	**0.00**	**0**	**0.00**
B	Public Shareholding				
2	Non-institutions				
(a)	Bodies Corporate	7,29,000	7.20	9,30,000	6.09
(b)	Individuals				
I	Individual shareholders holding nominal share capital up to Rs. 2 Lakh	19,27,400	19.04	29,26,000	19.13
II	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	11,94,000	11.79	19,98,400	13.08
(c)	Non-Resident Indians (NRIs)	15,000	0.15	15,000	0.09
(d)	Any Other (specify)				
	- Clearing Member	87,000	0.86	87,000	0.56

	- Hindu Undivided Family	1,68,000	1.66	2,58,000	1.69
	- Limited Liablity Partnership	0	0	0	0
	- Firms	0	0.00	0	0
	Sub-Total (B)(2)	**41,20,400**	**40.70**	**62,14,400**	**40.64**
(B)	**Total Public Shareholding (B)= (B)(1) +(B)(2)**	**41,20,400**	**40.70**	**62,14,400**	**40.64**
	TOTAL (A)+(B)	**1,01,23,200**	**100.00**	**1,52,92,200**	**100.00**
(C)	Non-Promoter - Non-Public				
1	Shares held by Custodian for GDRs & ADRs	0	0.00	0	0.00
2	Employee Benefit Trust (under SEBI (SBEB) Reg., 2014)	0	0.00	0	0.00
	Sub-Total (C):	0	0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	**1,01,23,200**	**100.00**	**1,52,92,200**	**100.00**

****The post-preferential shareholding has been calculated after considering the proposed allotment of 51,69,000 Equity Shares pursuant to the conversion of warrants under this application.***

Note:

1. The post-issue shareholding pattern in the above table has been prepared on the basis that the Proposed Allottees would have subscribed to and been allotted all the Equity shares pursuant to the conversion of warrants. In the event for any reason, the Proposed Allottees does not or are unable to subscribe to and/ or are not allotted the Equity shares pursuant to the conversion of warrants, the shareholding pattern in the above table would undergo corresponding changes.

2. It is further assumed that shareholding of the Company in all other categories will remain unchanged.

3. The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity shares of the Company.

8. ***Name and address of valuer who performed valuation:***

Considering that the proposed allotment constitutes more than 5% of the post-issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the issue price of Rs. 17.50/- (Rupees Seventeen and Fifty Paise only) per warrant, or equity shares to be issued and allotted consequent to conversion of warrants into Equity shares, to the proposed allottees has been determined on the basis of the Valuation Report dated **Monday, 02nd November, 2026,** issued by **Mr. Bhavin R. Patel**, Registered Valuer having Registered Address at 79, Nirman Park, B/h Pramukh Prasad Society, Manjalpur,

Vadodara-390011, Gujarat, India bearing **Registration No. IBBI/RV /05/2019/11668**, in accordance with Regulation 166A of the ICDR Regulations **("Valuation Report")**.

The Valuation Report shall be available for inspection by the Members at the Registered Office of the Company during business hours on any working day up to the date of the EGM and will also be available on the Company's website at https://kiziapparels.co.in.

9. Amount which the Company intends to raise by way of such securities:

Up to Rs. 9,04,57,500/- (Rupees Nine crore four lakh fifty-seven thousand five hundred only) (amounts round off nearby zero).

10. Material terms of raising such securities, proposed time schedule, principal terms of assets charged as securities, issue including terms and rate of dividend on each share, etc.

Convertible Warrants and equity share to be issued and allotted consequent to conversion of warrants into Equity shares are being issued on a preferential basis for a consideration in cash at an issue price of Rs. 17.50/- (Rupees Seventeen and Fifty Paise only) per share in accordance with Regulation 164 of SEBI ICDR Regulations to the Proposed Allottees.

The Equity shares being issued and allotted consequent to conversion of warrants into equity shares shall be pari-passu with the existing Equity shares of the Company.

The issue does not involve any creation of charge on the assets of the Company; hence, the principal terms of assets charged as securities are not applicable.

The issue shall be completed within the timelines prescribed under the applicable provisions of the SEBI (ICDR) Regulations and the Companies Act, 2013, as amended from time to time.

11. The class or classes of persons to whom the allotment is proposed to be made:

The proposed allotment, if approved, shall be made to the persons identified as the proposed allottee(s), falling under the "Promoter/Promoter Group and Public" category of the Company.

12. The intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer:

The Promoters / Members of the Promoter Group / Directors / Key Managerial Personnel of the Company, as named below, intend to subscribe to the proposed Preferential Issue of Warrants:

Sr. No	Name	Category	No. of Warrants
1.	Abhishek Nathani	Promoter & Managing Director	8,04,000
2.	Kiran Nathani	Promoter & CFO	6,00,000
3.	Suchitra Nathani	Promoter Group	5,01,000
4.	Raj Kumar Nathani	Promoter Group	3,90,000
5.	Raj Kumar Nathani & Sons HUF	Promoter Group	3,90,000
6.	Abhishek Nathani and Sons HUF	Promoter Group	3,90,000

Apart from the above, none of the other Promoters, Directors or Key Managerial Personnel of the Company intend to subscribe to the Preferential Issue.

13. The proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the convertible warrants on or before the expiry of 15 (Fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the said warrants; provided, however, that where the such allotment of warrants is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

Further, upon exercise of the option by the allottee(s) to convert the warrants within a period of 18 months from the date of allotment, the equity shares arising from such conversion, shall be allotted within a period of fifteen (15) days from the date of such option, in compliance with provisions of Regulation 162(2) of ICDR Regulations.

14. ***The names of the Proposed Allottee and the percentage of post-preferential offer capital that may be held by them:***

The Proposed Allottees are as under:

Sr. No.	Name of Proposed Allottee	No. of Convertible Warrants proposed to be issued	% of post-preferential*
1.	Abhishek Nathani	8,04,000	37.84
2.	Kiran Nathani	6,00,000	6.56
3.	Suchitra Nathani	5,01,000	5.24
4.	Raj Kumar Nathani	3,90,000	4.61
5.	Raj Kumar Nathani & Sons HUF	3,90,000	2.55
6.	Abhishek Nathani and Sons HUF	3,90,000	2.55
7.	Mit Bharatkumar Shah	2,01,000	1.32
8.	Naitri Anilkumar Morakhiya	2,01,000	1.31

9.	Ashaben Muktilal Doshi	2,01,000	1.31
10.	Rutu Naman Shah	2,01,000	1.31
11.	Babyvilla Clothing Private Limited	2,01,000	1.31
12.	Prashant Sharma	1,74,000	1.14
13.	Anil Surana	1,14,000	0.74
14.	Anilkumar Mahendrakumar Morakhiya	1,14,000	0.74
15.	Anita Jain	1,02,000	0.67
16.	Brijesh Kumar Dabaria	1,02,000	0.67
17	Binod Kumar Tholia	1,02,000	0.67
18.	Saroj Chandak	1,02,000	0.67
19.	Neelu Sharma	1,02,000	0.67
20.	Surinder Goel HUF	90,000	1.43
21.	Pratik Verma	57,000	0.37
22.	Alkaben Bharatkumar Shah	15,000	0.09
23.	Anitaben Bharat Shah	15,000	0.09
Total		**51,69,000**	**73.86**

The post-preferential shareholding has been calculated after considering the proposed allotment of 51,69,000 Equity Shares pursuant to the conversion of warrants under this application.

15. The change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of convertible warrants and the equity shares issued upon their conversion.

16. The 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:

During the Financial Year 2026-27, the Company has made allotment of securities on a preferential basis to certain persons in accordance with the applicable provisions of the Companies Act, 2013 and rules made thereunder.

The details of each allottee, including the number of securities allotted and the issue price, are as follows:

Sr. No.	**Name of the Allottee**	**Category**	**No. of Warrants allotted**	**Issue Price per Warrant**	**Total Consideration**
1.	Abhishek Nathani	Promoter	5,01,000	15.50	77,65,500

2.	Kiran Nathani	Promoter	3,99,000	15.50	61,84,500
3.	Raj Kumar Nathani	Promoter	3,00,000	15.50	46,50,000
4.	Suchitra Nathani	Promoter	3,00,000	15.50	46,50,000
5.	Surinder Goel	Public	69,000	15.50	10,69,500
6.	Surinder Goel HUF	Public	1,29,000	15.50	19,99,500
7.	Umang Kamlesh Vora	Public	1,02,000	15.50	15,81,000
8.	Paresh J Patel	Public	1,02,000	15.50	15,81,000
9.	Parshva Alloys Private Limited	Public	2,01,000	15.50	31,15,500
10.	Evolvion Advisory Private Limited	Public	2,01,000	15.50	31,15,500
		Total	**23,04,000**		**3,57,12,000**

17. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

18. Lock-in Period:

The proposed allotment of the Equity Shares to be issued and allotted pursuant to conversion of warrants, shall be subject to a lock-in as per the requirements in accordance with the SEBI ICDR Regulations.

However, in addition to the lock-in period prescribed under ICDR Regulations, the said Equity shares pursuant to the issued and allotted conversion of warrants, shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottees.

In case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, shall be locked-in as per the requirements of ICDR Regulations i.e. from the relevant date upto a period of 90 trading days from the date of allotment of such securities.

19. Listing:

The Company shall make an application to the Stock Exchange on which its existing Equity Shares are listed, for listing and trading approval of the Equity Shares proposed to be issued and allotted pursuant to the conversion of aforementioned warrants.

The Equity shares to be issued and allotted pursuant to conversion of warrants, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects including rights in respect of dividend, voting, and all other entitlements as may be applicable.

20. <u>The name of the Proposed Allottee, the identities of the persons who are the ultimate beneficial owners of the shares and / or who ultimately control the Proposed Allottee:</u>

Sr. No.	Proposed Allottee subscribingto the Shares	Category	Natural persons who are the ultimate beneficial owners	Pre-Issue shareholding		No. of Shares to be allotted	*Post issue shareholding	
				No. of Shares	% of Share-holding		No. of Shares	% of Share-holding
1.	Abhishek Nathani	Promoter	N.A.	49,83,300	49.23	8,04,000	57,87,300	37.84
2.	Kiran Nathani	Promoter	N.A.	4,03,000	3.98	6,00,000	10,03,000	6.56
3.	Suchitra Nathani	Promoter Group	N.A.	3,00,500	2.97	5,01,000	8,01,500	5.24
4.	Raj Kumar Nathani	Promoter Group	N.A.	3,15,500	3.12	3,90,000	7,05,500	4.61
5.	Raj Kumar Nathani & Sons HUF	Promoter Group	Raj kumar Nathani	0	0.00	3,90,000	3,90,000	2.55
6.	Abhishek Nathani and Sons HUF	Promoter Group	Abhishek Nathani	0	0.00	3,90,000	3,90,000	2.55
7.	Surinder Goel HUF	Public	N.A.	1,29,000	1.27	90,000	2,19,000	1.43
8.	Mit Bharatkumar Shah	Public	N.A.	400	0.003	2,01,000	2,01,400	1.32
9.	Naitri Anilkumar Morakhiya	Public	N.A.	0	0.00	2,01,000	2,01,000	1.31
10.	Ashaben Muktilal Doshi	Public	N.A.	0	0.00	2,01,000	2,01,000	1.31
11.	Rutu Naman Shah	Public	N.A.	0	0.00	2,01,000	2,01,000	1.31
12.	Babyvilla Clothing Private Limited	Public	Krish Muktibhai Doshi Rudrakumar Sureshbhai Nai	0	0.00	2,01,000	2,01,000	1.31
13.	Prashant Sharma	Public	N.A.	0	0.00	1,74,000	1,74,000	1.14

14.	Anil Surana	Public	N.A.	0	0.00	1,14,000	1,14,000	0.74
15.	Anilkumar Mahendra kumar Morakhiya	Public	N.A.	0	0.00	1,14,000	1,14,000	0.74
16.	Anita Jain	Public	N.A.	0	0.00	1,02,000	1,02,000	0.67
17.	Brijesh Kumar Dabaria	Public	N.A.	0	0.00	1,02,000	1,02,000	0.67
18.	Binod Kumar Tholia	Public	N.A.	0	0.00	1,02,000	1,02,000	0.67
19.	Saroj Chandak	Public	N.A.	0	0.00	1,02,000	1,02,000	0.67
20.	Neelu Sharma	Public	N.A.	0	0.00	1,02,000	1,02,000	0.67
21.	Pratik Verma	Public	N.A.	0	0.00	57,000	57,000	0.37
22.	Alkaben Bharatkumar Shah	Public	N.A.	0	0.00	15,000	15,000	0.09
23.	Anitaben Bharat Shah	Public	N.A.	0	0.00	15,000	15,000	0.09
	Total			**61,31,700**	**60.57**	**51,69,000**	**1,11,71,700**	**73.86**

The post-preferential shareholding has been calculated after giving effect to the proposed allotment of 51,69,000 Equity Shares pursuant to conversion of warrants under the present application, resulting in a total post-issue paid-up equity share capital of 1,52,92,200 Equity Shares.

21. <u>The percentage of post preferential issue capital that may be held by the allottee and change in control, if any, in the issuer consequent to the preferential issue:</u>

The percentage of post preferential issue capital that may be held by the Proposed Allottees and change in control, if any in the Company consequent to the preferential issue is as below:

Sr. No.	**Proposed Allottee subscribingto the Shares**	**Category**	**Natural persons who are the ultimate beneficial owners**	**Pre-Issue shareholding**		**No. of Shares to be allotted**	***Post issue shareholding**	
				No. of Shares	**% of Share holding**		**No. of Shares**	**% of Share holding**
1.	Abhishek Nathani	Promoter	N.A.	49,83,300	49.23	8,04,000	57,87,300	37.84

2.	Kiran Nathani	Promoter	N.A.	4,03,000	3.98	6,00,000	10,03,000	6.56
3.	Suchitra Nathani	Promoter Group	N.A.	3,00,500	2.97	5,01,000	8,01,500	5.24
4.	Raj Kumar Nathani	Promoter Group	N.A.	3,15,500	3.12	3,90,000	7,05,500	4.61
5.	Raj Kumar Nathani & Sons HUF	Promoter Group	Raj kumar Nathani	0	0.00	3,90,000	3,90,000	2.55
6.	Abhishek Nathani and Sons HUF	Promoter Group	Abhishek Nathani	0	0.00	3,90,000	3,90,000	2.55
7.	Surinder Goel HUF	Public	N.A.	1,29,000	1.27	90,000	2,19,000	1.43
8.	Mit Bharatkumar Shah	Public	N.A.	400	0.003	2,01,000	2,01,400	1.32
9.	Naitri Anilkumar Morakhiya	Public	N.A.	0	0.00	2,01,000	2,01,000	1.31
10.	Ashaben Muktilal Doshi	Public	N.A.	0	0.00	2,01,000	2,01,000	1.31
11.	Rutu Naman Shah	Public	N.A.	0	0.00	2,01,000	2,01,000	1.31
12.	Babyvilla Clothing Private Limited	Public	Krish Muktibhai Doshi Rudrakumar Sureshbhai Nai	0	0.00	2,01,000	2,01,000	1.31
13.	Prashant Sharma	Public	N.A.	0	0.00	1,74,000	1,74,000	1.14
14.	Anil Surana	Public	N.A.	0	0.00	1,14,000	1,14,000	0.74
15.	Anilkumar Mahendra kumar Morakhiya	Public	N.A.	0	0.00	1,14,000	1,14,000	0.74
16.	Anita Jain	Public	N.A.	0	0.00	1,14,000	1,14,000	0.74
17.	Brijesh Kumar Dabaria	Public	N.A.	0	0.00	1,02,000	1,02,000	0.67
18.	Binod Kumar Tholia	Public	N.A.	0	0.00	1,02,000	1,02,000	0.67
19.	Saroj Chandak	Public	N.A.	0	0.00	1,02,000	1,02,000	0.67
20.	Neelu Sharma	Public	N.A.	0	0.00	1,02,000	1,02,000	0.67
21.	Pratik Verma	Public	N.A.	0	0.00	90,000	90,000	0.59
22.	Alkaben Bharatkumar	Public	N.A.	0	0.00	57,000	57,000	0.37

	Shah							
23.	Anitaben Bharat Shah	Public	N.A.	0	0.00	15,000	15,000	0.09
	Total			**61,31,700**	**60.57**	**51,69,000**	**1,11,71,700**	**73.86**

**** The post-preferential shareholding has been calculated after giving effect to the proposed allotment of 51,69,000 Equity Shares pursuant to conversion of warrants under the present application, resulting in a total post-issue paid-up equity share capital of 1,52,92,200 Equity Shares.***

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of convertible warrants and the equity shares issued upon their conversion.

22. ***The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:***

The Current and proposed status of the Proposed Allottees post the preferential issue is as follows:

Sr. No.	Name of Proposed Allottee	No. of shares	% of post preferential*	Current Status	Proposed Status
1.	Abhishek Nathani	8,04,000	37.84	Promoter	Promoter
2.	Kiran Nathani	6,00,000	6.56	Promoter	Promoter
3.	Suchitra Nathani	5,01,000	5.24	Promoter Group	Promoter Group
4.	Raj Kumar Nathani	3,90,000	4.61	Promoter Group	Promoter Group
5.	Raj Kumar Nathani & Sons HUF	3,90,000	2.55	Promoter Group	Promoter Group
6.	Abhishek Nathani and Sons HUF	3,90,000	2.55	Promoter Group	Promoter Group
7.	Surinder Goel HUF	2,19,000	1.43	Public	Public
8.	Mit Bharatkumar Shah	2,01,000	1.32	Public	Public
9.	Naitri Anilkumar Morakhiya	2,01,000	1.31	Public	Public
10.	Ashaben Muktilal Doshi	2,01,000	1.31	Public	Public
11.	Rutu Naman Shah	2,01,000	1.31	Public	Public
12.	Babyvilla Clothing Private Limited	2,01,000	1.31	Public	Public
13.	Prashant Sharma	1,74,000	1.14	Public	Public
14.	Anil Surana	1,14,000	0.74	Public	Public
15.	Anilkumar Mahendrakumar Morakhiya	1,14,000	0.74	Public	Public

16.	Anita Jain	1,02,000	0.67	Public	Public
17.	Brijesh Kumar Dabaria	1,02,000	0.67	Public	Public
18	Binod Kumar Tholia	1,02,000	0.67	Public	Public
19.	Saroj Chandak	1,02,000	0.67	Public	Public
20.	Neelu Sharma	1,02,000	0.67	Public	Public
21.	Pratik Verma	57,000	0.37	Public	Public
22.	Alkaben Bharatkumar Shah	15,000	0.09	Public	Public
23.	Anitaben Bharat Shah	15,000	0.09	Public	Public
Total		**51,69,000**	**73.86**		

The post-preferential shareholding has been calculated after considering the proposed allotment of* 51,69,000 *Equity Shares pursuant to the conversion of warrants under this application.

23. ***Practicing Company Secretary's Certificate:***

A certificate issued by CS Jinang Dineshkumar Shah, Practicing Company Secretary, confirming that the proposed issue of Convertible Warrants is in compliance with the provisions of the SEBI ICDR Regulations, will be available for inspection by the Members at the Extra Ordinary General Meeting. The certificate is also accessible on the Company's website at https://kiziapparels.co.in.

24. ***Undertaking:***

a. Neither the Company nor any of its Directors and/or Promoters have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. Accordingly, the disclosures required under the Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable;

b. Neither the Company nor any of its Directors and/or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations;

c. The Company is in compliance with the conditions for continuous listing and is eligible to make the present preferential issue under Chapter V of the SEBI ICDR Regulations;

d. The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date;

e. The Company shall re-compute the price of the securities to be allotted under the preferential allotment, if so required, in terms of the provisions of SEBI ICDR Regulations, including Regulation 166 thereof. In the event of the amount payable on account of such re-computation is not paid within the prescribed time, the securities so allotted shall continue to remain under lock - in until such amount is paid;

f. The allotment of warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of the SEBI (ICDR) Regulations;

g. Due to above preferential allotment of the warrants, no change in management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the SEBI (ICDR) Regulations;

h. The Company has complied with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid-up capital in the hands of the public.

Since the Company's Equity Shares have been listed on a recognized Stock Exchange for more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price or submit the undertaking specified under the applicable provisions of the SEBI ICDR Regulations.

The approval of the Members is sought to enable the Board to issue and allot the warrants **("Convertible warrants")** on a preferential basis, to the extent and in the manner set out in the accompanying resolution and explanatory statement.

Except for the Proposed Allottees, none of the Directors, Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends passing of the Special Resolution set out in Item No.1 and Item No.3 of this Notice, for approval of the Members.

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated 19 September, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated 03rd October, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue, In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.

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

3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

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

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

Voting system as well as e-voting on the date of the EGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13 April, 2020 the Notice calling the EGM has been uploaded on the website of the Company at https://kiziapparels.co.in The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at https://www.bseindia.com/ and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. https://www.evoting.nsdl.com/

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

8. **SCRUTINISER FOR E-VOTING**: **Jinang Shah and Associates**, Practicing Company Secretary, Ahmedabad has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

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

The remote e-voting period begins on Friday, 27th November, 2026 at 9:00 A.M. and ends on Sunday, 29th November, 2026 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 23rd November, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 23rd November, 2026.

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated 9th December, 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.	**1.** For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. **2.** Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	3. 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 **4.** Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. **5.** Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	**1.** Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website https://www.cdslindia.com/ and click on login icon & New System Myeasi Tab and then use your existing my Easi username & password.

	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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 also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. **3.** If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. **4.** Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Provider
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) **Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at *https://eservices.nsdl.com/* with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**

a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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

a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on

www.evoting.nsdl.com.

b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit"and also "Confirm" when prompted.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to jinang@csjinangshah.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Pallavi Mahtre, Assistant Manager) at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to jinang@csjinangshah.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) to jinang@csjinangshah.com 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 and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned d ocuments.

4. In terms of SEBI circular dated 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.

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

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.

2. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e- Voting instructions mentioned in the notice to avoid last minute rush.

3. Members are encouraged to join the Meeting through Laptops for better experience.

4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

5. 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.

6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@kiziapparels.com the same will be replied by the company suitably.

7. Members, who would like to ask questions during the EGM with regard to the resolutions to be placed at the EGM, need to register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, along with their questions/queries to reach the Company's email address i.e. cs@kiziapparels.com at least seven (7) days in advance before the start of the meeting i.e. by 23rd November, 2026 by 5.00 P.M Those Members who have registered themselves as speakers shall only be allowed to ask questions during the EGM, on first-come-first-serve basis and subject to availability of time.

8. The Company reserves the right to limit the number of members asking questions depending on the availability of time at the EGM.