Flair Writing Industries Limited
(An ISO 9001:2015; ISO 14001 : 2015 & SA 8000 : 2014 Certified Company)
CIN NO.: L51100MH2016PLC284727
Flair House, Plot No. A/64, Cross Road – A, Marol Ind. Area, MIDC, Andheri (East), Mumbai – 400093, Maharashtra, India
+91 22 2868 3876 / 06, 4203 0405, 2967 6004/5/6

Ref: FWIL/SEC/2026-27/26

Date: August 05, 2026

BSE Limited Listing Department P.J. Towers, 1st Floor, Dalal Street, Fort, Mumbai - 400 001 **Scrip Code: 544030**	**National Stock Exchange of India Limited** Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai- 400051 **Symbol: FLAIR**

Dear Sir/Madam,

Sub: Submission of Notice of the 10th Annual General Meeting (AGM) of the Company

With reference to the captioned subject, please find enclosed the notice of the 10th Annual General Meeting of the Company.

The 10th Annual General Meeting of the Company will be held on **Thursday, August 27, 2026** at **03.00 p.m**. through Video Conferencing/ Other Audio Visual means (VC/OAVM) in accordance, with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI).

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members with the remote e-voting facility to cast their votes electronically on the resolutions mentioned in the AGM Notice using the electronic voting platform provided by MUFG Intime India Private Limited. The remote e-voting period commences on **Monday, August 24, 2026 at 09:00 a.m.(IST)** and ends on **Wednesday, August 26, 2026 at 05:00 p.m.(IST).**

The remote e-voting module shall be disabled by MUFG Intime India Private Limited for voting thereafter. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the members participating in AGM through VC/OAVM, who have not already cast their vote by remote e-voting shall be able to exercise their rights in the meeting.

The notice is also available on the website of the Company at https://www.flairworld.in/investor-relation.aspx

You are requested to take the above information on records.

Thanking you,

For **Flair Writing Industries Limited**

VISHAL KISHOR CHANDA
Digitally signed by VISHAL KISHOR CHANDA
Date: 2026.08.05 19:14:18 +05'30'

Mr. Vishal Kishor Chanda
Company Secretary & Compliance Officer

Encl: as above

FLAIR WRITING INDUSTRIES LIMITED

CIN- L51100MH2016PLC284727, Website : www.flairworld.in
Email ID- investors@flairpens.com

Registered Office- Flair House, Plot No. A/64, Cross Road – A, Marol Ind. Area, MIDC, Andheri (East), Mumbai – 400093, Maharashtra, India; Phone- +91 (22) 42030405

NOTICE

Notice is hereby given that the 10th Annual General Meeting (AGM) of the members of Flair Writing Industries Limited ('the Company') will be held on Thursday, August 27, 2026 at 3:00 pm (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon.

2. To declare a dividend of Rs. 0.50/- per equity share of Rs. 5/- each of the Company for the financial year ended March 31, 2026.

3. To appoint a director in place of Mr. Vimalchand Jugraj Rathod (DIN: 001223007), who retires by rotation, and being eligible, offers himself for re-appointment.

4. To appoint a director in place of Mr. Mohit Khubilal Rathod (DIN: 00122951), who retires by rotation, and being eligible, offers himself for re-appointment.

5. To appoint Statutory Auditor of the Company for a term of five consecutive years from FY 2026-27:

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the appointment of M/s Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016) as the Statutory Auditors of the Company for a term of five (5) years to hold office from the conclusion of the 10th Annual General Meeting until the conclusion of the 15th Annual General Meeting of the Company, to conduct the statutory audit of the Company and issue audit reports thereon.

   RESOLVED FURTHER THAT the remuneration of the Statutory Auditors, as recommended by the Audit Committee and the Board of Directors, be and is hereby approved by the Members at Rs.55,00,000/- (Rupees Fifty-Five Lakhs only) per annum, excluding applicable taxes and reimbursement of out-of-pocket expenses, and fees for any other certification, attest services or permissible non-audit services, if any, shall be approved by the audit committee and Board of directors."

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and making statutory disclosures as may be required under applicable law."

SPECIAL BUSINESS:

6. To re-appoint Mr. Mohit Khubilal Rathod (DIN: 00122951) as Whole-time Director of the Company for a period of five years:

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon recommendation and approval of Nomination & Remuneration Committee and Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof) and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the Members be and is hereby accorded for the re-appointment of Mr. Mohit Khubilal Rathod (DIN: 00122951) as Whole-time Director of the Company for a period of five (5) years with effect from April 01, 2027 to March 31, 2032 , liable to retire by rotation, on such terms and conditions as detailed in the explanatory statement attached hereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary the terms and conditions of the said appointment, including remuneration, in such manner as may be agreed to between the Board and Mr. Mohit Khubilal Rathod, subject to the limits prescribed under Section 197 read with Schedule V to the Act.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits during the tenure of Mr. Mohit Khubilal Rathod as Whole-time Director, the remuneration payable to him shall be in accordance with the provisions of Schedule V to the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution."

7. To re-appoint Mr. Sumit Vimalchand Rathod (DIN: 02987687) as Whole-time Director of the Company for a period of five years

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 India ("Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 , the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon recommendation and approval of Nomination & Remuneration Committee and Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof) and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the Members be and is hereby accorded for the re-appointment of Mr. Sumit Vimalchand Rathod (DIN: 02987687) as Whole-time Director of the Company for a period of five (5) years with effect from April 01, 2027 to March 31, 2032, liable to retire by rotation, on such terms and conditions as detailed in the explanatory statement attached hereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary the terms and conditions of the said appointment, including remuneration, in such manner as may be agreed to between the Board and Mr. Sumit Vimalchand Rathod, subject to the limits prescribed under Section 197 read with Schedule V to the Act.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits during the tenure of Mr. Sumit Vimalchand Rathod, Whole-time Director, the remuneration payable to him shall be in accordance with the provisions of Schedule V to the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution."

For **Flair Writing Industries Limited**

Vishal Kishor Chanda
Company Secretary & Compliance Officer

Place: Mumbai
Date: August 03, 2026

Registered Office:
Flair House, Plot No. A/64, Cross Road – A, Marol Ind. Area, MIDC, Andheri (East), Mumbai – 400093

NOTES:

a) The Ministry of Corporate Affairs ('MCA') has, vide its Circular nos. 20/2020, 14/2020, 17/2020, 02/2021, 02/2022, 10/2022, 09/2023, 09/2024 dated 19th September, 2024 and latest being 03/2025 dated 22nd September, 2025/ and the Securities and Exchange Board of India ('SEBI') vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 and other applicable circulars issued in this regard, (hereinafter collectively referred to as 'the Circulars'), have permitted holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC'). Hence, the AGM of the Company is being held through VC. The deemed venue for AGM shall be the registered office of the Company, i.e. Flair house, Plot No. A/64, Cross Road, A-Marol Ind. Area, MIDC, Andheri (East), Mumbai-400093.

b) Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

c) The information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Directors retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as **Annexure A** to this Notice.

d) In compliance with the provisions of the Act, SEBI Listing Regulations and Secretarial Standards on General Meeting and MCA Circulars, the 10th Annual General Meeting of the Company is being held through VC/ OAVM on Thursday, August 27, 2026 at 3:00 pm (IST). The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company.

e) Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members, who are Bodies Corporate / Institutional shareholders, may attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF Format) of their respective Board or governing body resolution / authorisation etc., authorising their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting. The said resolution / authorisation shall be sent to the Company's Registrar & Transfer Agent ("RTA"), MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) at the email address investor.helpdesk@in.mpms.mufg.com with a copy marked to the Company at investors@flairpens.com.

f) The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, August 20, 2026 to Thursday August 27, 2026 (both days inclusive).

g) Attendance of the members participating in the AGM through VC/ OAVM facility using their login credentials shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

h) Pursuant to the acquisition of Link Group by Mitsubishi UFJ Trust & Banking Corporation, the name of RTA has changed from Link Intime India Private Limited to MUFG Intime India Private Limited with effect from December 31, 2024. The RTA of the Company has launched 'SWAYAM', Investor Self-Service Portal, designed exclusively for the Members serviced by the RTA of the Company. The investors can visit and access the 'SWAYAM' Portal at https://swayam.in.mpms.mufg.com/Access/Register.

i) In accordance with the aforesaid MCA Circulars and the Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, 2/P/CIR/2024/133 dated October 03, 2024 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for FY 2025-26 are being sent only through electronic mode to those Members whose e-mail addresses are registered with their respective Depository Participants ("DPs"), Company or Company's RTA. Members may note that the Notice of the AGM and the Annual Report for the year 2026 will also be available on the Company's website at www.flairworld.in, and also on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited- www.bseindia.com and National Stock Exchange of India Limited - www.nseindia.com. The Company has published a Public Notice by way of advertisement with the required details of 10th AGM, for information of the Members.

j) Members having more than one folio in identical names are requested to consolidate the same.

k) The Company has fixed Wednesday, August 19, 2026 as the "Record Date" for determining entitlement of Members to final dividend for the financial year ended March 31, 2026, if approved at the AGM.

l) Dividends are declared based on profits (including retained earnings) available for the distribution. On May 21, 2026 , the Board of Directors have proposed a final dividend of Rs. 0.50/- per share in respect of the year ended March 31, 2026. The total proposed dividend amounts to Rs. 0.50/- per share, subject to the approval of shareholders at the Annual General Meeting, and if approved, would result in a cash outflow of approximately Rs. 5.27 Crore.

m) As per Indian Income Tax Act, 2025 dividend paid and distributed by a Company is taxable in the hands of shareholders. Therefore, the Company is required to deduct taxes at source (TDS) at the rates applicable on the amount distributed to the shareholders at prescribed rates. For information on prescribed rates, shareholders are requested to refer to the Finance Act, 2020 and subsequent amendments thereof. The shareholders are requested to update their PAN details, tax residential status with RTA (in case of shares held in physical mode) and depository participants (in case shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during FY 2026-27 does not exceed Rs. 10,000/- The withholding tax rate (TDS rate) would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company.

A declaration must be filed with the Company, where the whole or any part of the dividend income is assessable under the provisions of the Act in the hands of a person other than the member in accordance with the Rule 203(2) of the Income Tax Rules, 2026. The declaration must consist of Name, Address, Income Tax PAN of the person to whom credit is to be given and payment or credit in relation to which credit has to be given and reason for giving credit to such person. In case the Company does not receive such declarations on or before August 19, 2026, the Company reserves the right to reject such declaration. A resident individual shareholder with PAN who is not liable to pay income tax can submit a yearly declaration in Form 121. To avail the benefit of non-deduction of tax, members may update their details at forms to Company's RTA at https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html or send an email to Investor.helpdesk@in.mpms.mufg.com Wednesday August 19, 2026 (upto 6:00 pm IST). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under 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 10F, any other document which may be required to avail the tax treaty benefits by updating details at https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html alternatively send an email to Investor.helpdesk@in.mpms.mufg.com The said declarations need to be submitted by Wednesday, August 19, 2026 (upto 6:00 pm IST).

The Company is not obligated to apply the Beneficial Tax Treaty rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and review to the satisfaction of the Company.

Shareholders who are exempted from TDS provisions through any circular or notification may provide documentary evidence in relation to the same, to enable the Company in applying the appropriate TDS on Dividend payment to such shareholder.

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered Email ID mentioning their Name, DP ID and Client ID / Folio number, PAN, Mobile Number at investors@flairpens.com from Tuesday, August 04, 2026 09.00 am to Wednesday, August 19, 2026 (upto 05.00 pm IST). Only those Members who have registered themselves as a speaker will 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.

n) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

o) All documents referred in the accompanying Notice and Statement setting out material facts will be available electronically for inspection for Members on all working days between 9:30 am to 11:30 am (IST) up to Thursday August 27, 2026 being the date of the AGM. Members seeking to inspect such documents can send an email at: investors@flairpens.com.

p) Instructions for Remote E-voting before AGM:

In compliance with the provisions of Section 108 of Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of the Regulation 44 of the Listing Regulations, 2015, the members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by MUFG Intime India Private Limited, on all resolutions set forth in this Notice. As per the SEBI circular dated December 09, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

A. Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

B. Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password

e) Follow steps given above in points (a-d).

METHOD 3 - By directly visiting the e-voting website of NSDL:

a) Visit URL: https://www.evoting.nsdl.com/

b) Click on the "Login" tab available under 'Shareholder/ Member' section.

c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".

e) Click on "MUFGINTIME" or "e-voting link displayed alongside Company's Name" and you will be redirected to MUFG Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

A. Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)"

Login with user id and password

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

B. Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

METHOD 2 - By directly visiting the e-voting website of CDSL:

a) Visit URL: https://www.cdslindia.com/

b) Go to e-voting tab.

c) Enter 16 digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility:

a) Login to DP website

b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.

c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

A. Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab.

b) Enter details as under:

User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

c) Password: Enter existing Password

d) Enter your Image Verification (CAPTCHA) Code

e) Click on 'Submit'.
(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

B. Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

b) **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

c) **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable

d) **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

e) **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders, holding shares in NSDL form, shall provide 'point e' above.
- Shareholders, holding shares in CDSL form, shall provide 'point d' or 'point e' above.
- Shareholders, holding shares in physical form but have not recorded 'point d' and 'point e', shall provide their Folio number in 'point e' above

f) Set the password of your choice.

(The password should contain minimum 8 characters, at least one special Character

(!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

g) Enter Image Verification (CAPTCHA) Code.

h) Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-e).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration:

a) Visit URL: https://instavote.linkintime.co.in

b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID (You have now registered on InstaVote).

STEP 2 –Investor Mapping:

a) Visit URL: https://instavote.linkintime.co.in and login with credentials

b) Click on "Investor Mapping" tab under the Menu Section

c) Map the Investor with the following details:

a. 'Investor ID' -

i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678

ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

b. 'Investor's Name - Enter Investor's name as updated with DP.

c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.

d. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.

d) Click on Submit button (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote:

The corporate shareholder can vote by two methods; during the remote e-voting:

METHOD 1 - VOTES ENTRY:

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on 'Votes Entry' tab under the Menu section.

c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote under "On-going Events".

d) Enter '16-digit Demat Account No.' for which you want to cast vote.

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e., Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2: VOTES UPLOAD:

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select 'View' icon for '**Company's Name / Event number** '.

d) E-voting page will appear.

e) Download sample vote file from 'Download Sample Vote File' option.

f) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact MUFG Intime INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.co.in or call at : 022 - 4886 7000 and 022 - 2499 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

Forgot Password:

Individual shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under 'SHARE HOLDER' tab
- Further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT"

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of MUFG Intime: https://instavote.linkintime.co.in

- Click on '**Login**' under '**Corporate Body/ Custodian/ Mutual Fund**' tab
- Further Click '**forgot password**?'

- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT"

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participant's website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Other e-voting Instructions

i. Members of the Company holding shares in electronic form as of the cut-off date of August 19, 2026 may cast their vote by remote e-voting. The remote e-voting period commences on Monday, August 24, 2026 at 9:00 am and ends on Wednesday, August 26, 2026 at 5:00 pm The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-voting before the AGM and e-voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as of the cut-off date of August 19, 2026 . Subject to receipt of the requisite number of votes, the Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the AGM i.e. August 27, 2026 . The Notice of the AGM indicating the instructions for the remote e-voting process can be downloaded from the NSDL's website www.evoting.nsdl. com or the Company's website www.flairworld.com.

ii. Members will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the Member has already cast the vote through remote e-voting.

iii. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on August 19, 2026 .

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 and voting during the AGM.

v. Mr. Keshav Purohit, Partner, M/s KPUB & Co, Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.

vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.flairworld.in within two days of the 10th AGM of the Company to be held on Thursday, August 27,2026.

vii. The contact details for Registrar and Transfer Agent: MUFG Intime India Private Limited, Tel. No. 022 4918 6270, E-mail: investor.helpdesk@linkintime.co.in

p) Instructions for Members to attend the AGM through (VC/OAVM):

Members are entitled to attend the AGM through VC/ OAVM provided by RTA, MUFG Intime India Private Limited, by following the below mentioned process:

i. Facility for joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and shall be kept open till the expiry of 15 minutes after the scheduled time on first-come-first basis.

ii. Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis.

iii. Members will be provided with InstaMeet facility wherein they shall register their details and attend the AGM as under:

Process and manner for attending the General Meeting through InstaMeet:

1. Visit URL: https://instameet.in.mpms.mufg.com & click on "Login".

2. Select the "Company Name" and register with your following details:

   A. Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.

   B. Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.

   C. Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.

   D. Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

   E. Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

3. Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company at company's registered email id.

2. Shareholders will get confirmation on first come first serve basis depending upon the provision made by the company.

3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

4. Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"

2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and

3. Click on 'Submit'.

4. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

5. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

6. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk: Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175

ANNEXURE TO THE NOTICE

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

Item No. 5:

Pursuant to Section 139 of the Companies Act, 2013 (“the Act”), read with the Companies (Audit and Auditors) Rules, 2014, every company is required to appoint Statutory Auditors to audit its financial statements in the manner prescribed under the Act.

Further, Sections 139, 141 and 142 of the Act, inter alia, provide for the eligibility, qualifications, disqualifications, tenure and remuneration of Statutory Auditors.

The present Statutory Auditors of the Company, M/s. Jeswani & Rathore, Chartered Accountants (Firm Registration No. 104202W), were appointed at the Annual General Meeting held on September 30, 2017. They have completed their maximum permissible tenure under Section 139(2) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014. Accordingly, they shall retire at the conclusion of the 10th Annual General Meeting of the Company.

The remuneration paid to M/s. Jeswani & Rathore, Chartered Accountants, during the financial year ended March 31, 2026 was Rs. 36 Lakhs. There has been no material change in the remuneration payable to the Statutory Auditors or in the terms and conditions of their appointment during the financial year under review.

Based on the recommendation of the Audit Committee and the Board of Directors, the Board has approved and recommended to the Members the appointment of M/s Price Waterhouse Chartered Accountants LLP (“PwC”) (Firm Registration No. 012754N/N500016) as the Statutory Auditors of the Company for a term of five (5) consecutive financial years.

The proposed appointment of M/s Price Waterhouse Chartered Accountants LLP (“PwC”) shall be for a term of five consecutive financial years commencing from April 1, 2026, to March 31, 2031, and the Statutory Auditors shall hold office from the conclusion of the 10th Annual General Meeting until the conclusion of the 15th Annual General Meeting of the Company, subject to approval of the Members.

M/s Price Waterhouse Chartered Accountants LLP (“PwC”) have confirmed their eligibility under Section 141 of the Act and have provided their written consent for the said appointment. They have further confirmed that their appointment, if made, would be in compliance with the applicable provisions of the Act and that they are not disqualified to act as Statutory Auditors.

Remuneration

The remuneration of Rs 55,00,000/- (Rupees Fifty-Five Lakhs only) per annum, excluding applicable taxes and reimbursement of out-of-pocket expenses, as recommended by the Audit Committee and the Board of Directors, is proposed for approval of the Members. Fees for any other certification, attest services or permissible non-audit services, if any, shall be mutually agreed between the Company and the Statutory Auditors from time to time.

Brief Profile of Statutory Auditors

M/s Price Waterhouse Chartered Accountants LLP (“PwC”), Firm Registration No. 012754N/N500016, is a limited liability partnership firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (“ICAI”).

The Firm was established in 1991 and converted into a Limited Liability Partnership in 2014. The registered office of the Firm is situated at Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi – 110 002. The Firm has seventeen (17) branch offices across India.

The Firm is engaged in providing audit, assurance and related services and is a member firm of Price Waterhouse & Affiliates, a network of firms registered with ICAI having Network Registration No. NRN/E/14. The network comprises separate, distinct and independent Indian Chartered Accountant firms.

The Firm has more than 125 assurance partners as on 31st December, 2025 and has extensive experience in statutory audit of listed and large corporates across various sectors. The Firm holds a valid Peer Review Certificate issued by ICAI and is eligible to undertake statutory audit of listed entities in India.

To the best of its knowledge, the Firm does not have any relationship with the Directors of the Company.

Other Disclosures

The consent letter, eligibility certificate and peer review certificate issued by the M/s Price Waterhouse Chartered Accountants LLP (“PwC”) are available for inspection by the Members in electronic form up to the date of the Annual General Meeting. Members seeking inspection may send an email request to the Company’s designated investor email ID.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in the Notice for approval of the Members.

Item No. 6:

Mr. Mohit Khubilal Rathod (DIN: 00122951) has been appointed as Whole-time Director of the Company for a term of five (5) consecutive years commencing from April 1, 2022 and ending on March 31, 2027, and has contributed significantly to the growth and operations of the Company. Based on the recommendation of the Nomination & Remuneration Committee, the Board, at its meeting held on May 21, 2026, approved the re-appointment of Mr. Mohit Khubilal Rathod (DIN: 00122951) as Whole-time Director for a further term of five (5) consecutive years, with effect from April 1, 2027 up to and including March 31, 2032, subject to the approval of the Members at this Annual General Meeting of the Company.

The Company has received a Notice in writing from a Shareholder under Section 160 of the Companies Act, 2013, proposing his candidature to the office of Whole-time Director of the Company

(a) Profile:

The re-appointment is proposed pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 India read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Brief terms of re-appointment:

Tenure: Five (5) years commencing from April 01, 2027 to March 31, 2032

Remuneration:

- Salary of Rs. 10 Lakhs per month, in the scale of Rs. 10,00,000 (Rupees Ten Lakh Only) to Rs. 20,00,000 (Rupees Twenty Lakh only) per month, with such increments as may be decided by the Board from time to time
- Performance-linked commission of up to 1% of the net profits of the Company

Perquisites and Benefits:

- Company-maintained car for official and personal use
- Contribution to Provident Fund, Gratuity, and Leave Encashment as per the rules of the Company

In the event of absence or inadequacy of profits during his tenure, the remuneration payable to Mr. Mohit Khubilal Rathod shall be governed by the provisions of Schedule V to the Act.

The draft Letter of Appointment containing detailed terms and conditions of appointment is available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting.

The Board of Directors is of the opinion that the re-appointment of Mr. Mohit Khubilal Rathod as Whole-time Director is in the best interest of the Company and accordingly recommends the resolution set out at Item No. 6 of the Notice for approval of the Members.

Save and except Mr. Mohit Khubilal Rathod, Mr. Khubilal Jugraj Rathod, Mr. Rajesh Khubilal, Mr. Vimalchand Jugraj Rathod, Mr. Sumit Rathod and their relatives to the extent of their shareholding in the Company, if any, none of the other Directors/ Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of the Notice.

Item No. 7:

Mr. Sumit Vimalchand Rathod (DIN: 02987687) has been associated with the Company as Whole-time Director and has contributed significantly to the growth and operations of the Company. He was appointed as Whole-time Director of the Company for a term of five (5) consecutive years commencing from April 1, 2022 and ending on March 31, 2027. Considering his experience, expertise and valuable contribution to the Company, the Board of Directors, at its meeting held on May 21, 2026, has approved, subject to the approval of the Members, the re-appointment of Mr. Sumit Vimalchand Rathod (DIN: 02987687) as Whole-time Director of the Company for a further term of five (5) consecutive years commencing from April 1, 2027 up to and including March 31, 2032.

The Company has received a Notice in writing from a Shareholder under Section 160 of the Companies Act, 2013, proposing his candidature to the office of Whole-time Director of the Company

(a) Profile:

The re-appointment is proposed pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 India read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Brief terms of re-appointment:

Tenure: Five (5) years commencing from April 01, 2027 to March 31, 2032

Remuneration:

- Salary of Rs. 10 Lakhs per month, in the scale of Rs. 10,00,000 (Rupees Ten Lakh Only) to Rs. 20,00,000 (Rupees Twenty Lakh only) per month, with such increments as may be decided by the Board from time to time
- Performance-linked commission up to 1% of net profits of the Company

Perquisites and Benefits:

- Company-maintained car for official and personal use
- Contribution to Provident Fund, Gratuity, and Leave Encashment as per the rules of the Company

In the event of absence or inadequacy of profits during his tenure, the remuneration payable to Mr. Sumit Vimalchand Rathod shall be governed by the provisions of Schedule V to the Act.

The draft Letter of Appointment containing detailed terms and conditions of appointment is available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting.

The Board of Directors is of the opinion that the re-appointment of Mr. Sumit Vimalchand Rathod as Whole-time Director is in the best interest of the Company and accordingly recommends the resolution set out at Item No. 7 of the Notice for approval of the Members.

Save and except Mr. Sumit Vimalchand Rathod, Mr Vimalchand Jugraj Rathod, Mr. Khubilal Jugraj Rathod, Mr. Rajesh Khubilal Rathod, Mr. Mohit Khubilal Rathod and their relatives to the extent of their shareholding in the Company, if any, none of the other Directors/ Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 7 of the Notice.

By Order of the Board of Directors
For **Flair Writing Industries Limited**

Vishal Kishor Chanda
Company Secretary & Compliance Officer

Place: Mumbai
Date: August 03, 2026

Registered Office- Flair House, Plot No. A/64, Cross Road – A, Marol Ind. Area, MIDC, Andheri (East), Mumbai – 400093, Maharashtra, India;

CIN: L51100MH2016PLC284727
E-mail: investors@flairpens.com
Website: www.flairworld.in
Phone- +91 (22) 42030405

Annexure A

Notes on Director/s seeking appointment/re-appointment

As required under Regulation 36(3) of the Listing Regulations, 2015 and Secretarial Standards on General Meetings, particulars of Director/s who is/are to be appointed/re-appointed are given below:

Sr. No.	Name of Director	Mr. Vimalchand Jugraj Rathod	Mr. Mohit Khubilal Rathod	Mr. Sumit Rathod
1	Director Identification Number	00123007	00122951	02987687
2	Date of Birth	August 9, 1951	September 30, 1978	August 15, 1982
3	Director since	August 12, 2016	August 12, 2016	August 12, 2016
4	Qualifications	Fellow Member, Institute of Chartered Accountants of India & Bachelor of Commerce	Bachelor of Arts (Business Administration)	Bachelor of Arts and Post Graduate Diploma in Management
5	Nature of Expertise in functional areas	Leadership, Strategic Planning, Industry experience, Global business, Corporate Governance with an overall experience of around 43 years.	Leadership, Strategic Planning, Industry experience, Product Development, Domestic Sales and Marketing, Brand Management, Portfolio Expansion with an overall experience of around 26 years	Leadership, Strategic Planning, Industry experience, New Business Development, Manufacturing Operations, Process Improvement, Operational Efficiency, Business Expansion with an overall experience of around 18 years
6	Skills and Capabilities of Independent Director	NA	NA	NA
7	List of other Directorships in India	1. Writing Instruments Manufacturers Organization (India) 2. Flair Writing Equipments Private Limited 3. Pentel Stationery (India) Private Limited 4. Flair Pens Limited 5. Flair Cyrosil Industries Private Limited 6. Flomaxe Stationery Private Limited	1. Flair Writing Equipments Private Limited 2. Flair Cyrosil Industries Private Limited 3. Monterosa Stationery Private Limited 4. Flomaxe Stationery Private Limited 5. Flair Pens Limited	1. Flair Writing Equipments Private Limited 2. Flair Cyrosil Industries Private Limited 3. Monterosa Stationery Private Limited 4. Flomaxe Stationery Private Limited 5. Flair Pens Limited
8	Chairmanship/ Membership of Audit and Stakeholders' Relationship Committees in other Public companies	Audit Committee- Nil Stakeholders Relationship Committee- Nil	Audit Committee- Nil Stakeholders Relationship Committee- Nil	Audit Committee- Nil Stakeholders Relationship Committee- Nil
9	Relationship with other Directors and Key Managerial Personnel	Brother of Mr. Khubilal Jugraj Rathod- Chairman & Whole-time Director Father of Mr. Sumit Rathod- Whole-Time Director Uncle of Mr. Rajesh Khubilal Rathod- Whole-Time Director Uncle of Mr. Mohit Khubilal Rathod- Whole-Time Director	Son of Mr. Khubilal Jugraj Rathod- Chairman & Whole-time Director Brother of Mr. Rajesh Khubilal Rathod- Whole-Time Director Nephew of Mr. Vimalchand Jugraj Rathod- Managing Director Cousin of Mr. Sumit Rathod- Whole-Time Director	Son of Mr. Vimalchand Jugraj Rathod- Managing Director Nephew of Mr. Khubilal Jugraj Rathod- Chairman & Whole-Time Director Cousin of Mr. Rajesh Khubilal Rathod- Whole-Time Director Cousin of Mr. Mohit Rathod- Whole-Time Director

Sr. No.	Name of Director	Mr. Vimalchand Jugraj Rathod	Mr. Mohit Khubilal Rathod	Mr. Sumit Rathod
10	No. of Shares held in the Company	1,24,40,887 Equity Shares	82,76,380 Equity Shares	82,76,380 Equity Shares
11	No. of Board Meetings attended during last Financial Year	7 Board meetings out of 7 Board meetings held	5 Board meetings out of 7 Board meetings held	4 Board meeting out of 7 Board meetings held
12	Details of Remuneration paid/ sought to be paid	Rs. 84,00,000/- per annum IN FY 2025-26	Rs. 84,00,000/- per annum IN FY 2025-26	Rs. 84,00,000/- per annum IN FY 2025-26
13	Terms and conditions of appointment	Executive Director – Whole- Time Director, liable to retire by rotation	Executive Director – Whole-time Director, re-appointed for a term of five (5) consecutive years from April 1, 2027 to March 31, 2032, liable to retire by rotation.	Executive Director – Whole-time Director, re-appointed for a term of five (5) consecutive years from April 1, 2027 to March 31, 2032, liable to retire by rotation.