OMNITEX INDUSTRIES (INDIA) LIMITED
CIN: L17100MH1987PLC042391
Registered Address: Office No. 11, 1st Floor, Tardeo Air Condition Market Co-op. Soc. Ltd., Pandit Madan Mohan Malaviya Road, Tardeo, Tulsiwadi, Mumbai – 400 034.
Email id: redressel@omnitex.com

Date: 26.11.2026

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001.
Scrip Code: 514324

Sub: Submission of Notice of Postal Ballot

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice along with the Explanatory Statement ("Notice"), being sent today for seeking approval of members of the Company through Postal Ballot ("Remote evoting") for the below mentioned Special Business:

- Change in Designation of Mr. Neeraj Gupta (DIN: 00317395) from Non-Executive Non-Independent Director to Independent Director – Special Resolution.

Please note that in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, postal ballot notice is being sent only in electronic form to all those members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), as on Friday, November 20, 2026 ("Cut-off Date").

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its members.

Information pertaining to E-voting viz. Cut-off date and period of voting are mentioned hereinbelow:

Particulars	**Details**
Cut-off date for e-voting	Friday, 20th November, 2026
Commencement of e-voting	Friday, 27th November, 2026 at 9.00 a.m. (IST)
End of e-voting	Saturday, 26th December, 2026 at 5.00 p.m. (IST)

The Notice of Postal Ballot with explanatory statement and instruction for e-voting is also available on the website of the Company www.omnitex.com and on the website of NSDL at www.evoting.nsdl.com.

This is for your information and for the information of members of your exchange. Kindly take the same on record.

Thanking you,

Yours faithfully,
For Omnitex Industries (India) Limited

Darshana Deepak Chauhan

Digitally signed by Darshana Deepak Chauhan
Date: 2026.11.26 20:29:00 +05'30'

Darshana Chauhan
Company Secretary and Compliance Officer

Encl: a/a

OMNITEX INDUSTRIES (INDIA) LIMITED
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Email id: redressel@omnitex.com

NOTICE OF POSTAL BALLOT

[Notice pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Members of
Omnitex Industries (India) Limited

NOTICE is hereby given to the members of **Omnitex Industries (India) Limited** ("the Company") pursuant to provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 **("Act")** read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 **("Rules"),** Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("MCA") for as per General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/ 2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024, dated September 19, 2024, and 03/2025 dated September 22, 2025 as well as other relevant circulars and notifications (collectively referred to as "MCA Circulars"), and other applicable laws and regulations, provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification or re-enactment(s) thereof for the time being in force and as amended from time to time), for seeking approval of Members of the Company through Postal Ballot by remote e-voting process (hereon 'e-voting') for the resolution set out hereinafter.

In terms of the requirements specified in aforesaid MCA Circulars, SEBI Circulars, the notice for Postal Ballot ("Postal Ballot Notice") is being sent through email to all the Members who have registered their email addresses with the Company / Depositories / Registrar and Share Transfer Agent. The communication of assent/dissent of the Members on the resolution proposed in the Notice will take place only through the remote e-voting system. Those Members who have not yet registered their email addresses, are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice. Accordingly, Physical copy of Postal Ballot Notice along with the Postal Ballot Forms and Pre-paid business reply envelope is not being sent to the shareholders for this Postal Ballot. The voting by the Members would take place only through the remote e-voting system.

The Explanatory Statement pursuant to Section 102(1) of the Act, setting out all the material facts relating to the Resolution mentioned in this Postal Ballot Notice, is annexed herewith for your consideration.

The Board of Directors of the Company has appointed Mr. Jenish S. Doshi of M/s. JSD & Associates (ACS: 50447 and COP: 18523), Practicing Company Secretaries, failing to him Mr. Parth Shah of M/s. Parth P Shah & Associates (FCS : 11871 and COP: 18640), Practicing Company Secretaries, to act as Scrutinizer for conducting the Postal Ballot (including e-voting) process in a fair and transparent manner and National Securities Depository Limited ("NSDL") to provide E-voting facility for the postal ballot.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its members. The detailed procedure with respect to the E-Voting facility is

mentioned under section, "The instructions for Members for e-voting". Members can cast their votes only through the E-Voting facility.

The Scrutinizer will submit his report to the Chairman/the person(s) authorised by the Chairman of the Company within 2 (two) working days after completion of the scrutiny of the e-voting. The results shall be declared on or before Monday, 28th December, 2026 and communicated to BSE Limited (BSE), National Securities Depository Limited (NSDL) and will also be displayed on the Company's website www.omnitex.com

The resolution for the purpose stated herein below are proposed to be passed by Postal Ballot:

SPECIAL BUSINESS:

Item No. 1 – Change in Designation of Mr. Neeraj Gupta (DIN: 00317395) from Non-Executive Non-Independent Director to Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for change in designation of Mr. Neeraj Gupta (DIN: 00317395) from Non-Independent Non-Executive Director to Independent Director of the Company, with effect from 23rd November, 2026, for a first term of five (5) consecutive years, i.e. up to 22nd November, 2031, not liable to retire by rotation.

RESOLVED FURTHER THAT the Members hereby take note of and confirm that Mr. Neeraj Gupta has submitted the requisite declaration of independence and fulfils the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is not disqualified from being appointed as an Independent Director under the provisions of the Act and the rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company / Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including making necessary filings with the Registrar of Companies, intimations to the Stock Exchange(s) and such other statutory and regulatory authorities, and to execute all such documents, deeds and writings as may be required in this regard."

By order of the Board of Directors
Omnitex Industries (India) Limited

SHYAM BRAHMADATT BAGRODIA

Digitally signed by SHYAM BRAHMADATT BAGRODIA
Date: 2026.11.23 19:56:24 +05'30'

Shyam Bagrodia
Managing Director
DIN: 00812394

Date: 23.11.2026
Place: Mumbai

OMNITEX INDUSTRIES (INDIA) LIMITED
CIN: L17100MH1987PLC042391
Registered Address: Office No. 11, 1st Floor, Tardeo Air Condition Market Co-op. Soc. Ltd., Pandit Madan Mohan Malaviya Road, Tardeo, Tulsiwadi, Mumbai – 400 034.
Email id: redressel@omnitex.com

Notes:

1. The Explanatory Statement and reasons for the proposed Resolution number 1 pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended to the Postal ballot Notice. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is Friday, 20th November, 2026 ("Cut-off Date"). A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

2. The Board of Directors of the Company has appointed Mr. Jenish S. Doshi of M/s. JSD & Associates (ACS: 50447 and COP: 18523), Practicing Company Secretaries, failing to him Mr. Parth Shah of M/s. Parth P Shah & Associates (FCS : 11871 and COP: 18640), Practicing Company Secretaries, to act as Scrutinizer for conducting the Postal Ballot (including e-voting) process in a fair and transparent manner and National Securities Depository Limited ("NSDL") to provide E-voting facility for the postal ballot. The Scrutinizer will submit his report to the Chairman/the person(s) authorised by the Chairman of the Company within 2 (two) working days after completion of the scrutiny of the e-voting. The results shall be declared on or before Monday, 28th December, 2026.

3. In compliance with the MCA Circulars, this Postal Ballot Notice ("Notice") is being sent only by electronic mode to those equity shareholders of the Company ("Shareholders/Members") whose names appear on the Register of Members/ List of Beneficial Owners maintained by Depositories as on is Friday, 20th November, 2026 ("Cut-Off Date") and whose e-mail address are registered with the Depositories or RTA. The physical copies of this Notice along with postal ballot form(s) and pre-paid business reply envelope(s) are not being sent to the Shareholders. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting system only.

   The Postal Ballot Notice is being sent by email to Members who have registered their email address with the Depository Participants or with the Company's Registrar and Share Transfer Agent.

   The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e. Saturday, 26th December, 2026.

   Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.

4. A copy of this Postal Ballot Notice will also be available on the website of the Company i.e. www.omnitex.com and in the relevant section of the website of BSE on which the Equity Shares of the Company are listed i.e. www.bseindia.com and on the website of NSDL www.evoting.nsdl.com .

5. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents, Adroit Corporate Services Private Limited, 18-20, Jafferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri East, Mumbai – 400 059, Website link: www.adroitcorporate.com / Depository Participant(s) or at Company's email id cs@omnitex.com for the purpose of receiving this Postal Ballot Notice by way of e-mail and communication of assent or dissent in respect of the resolutions set out in the said Postal Ballot Notice by way of remote e-voting.

6. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid Business Reply Envelopes are not being sent to shareholders for this Postal Ballot.

7. A person who is not a member as on cut-off date should accordingly treat the Postal Ballot notice for information purpose only.

8. As required by Rule 20 and 22 of the Rules read with the Listing Regulations, the dispatch of the Postal Ballot and Explanatory Statement will be announced through an advertisement in at least one English language and one vernacular language newspaper where the Registered Office of the Company is situated.

   Members whose names appear on the Register of Members / List of Beneficial Owners on Friday, 20th November, 2026, will be considered for the purpose of voting. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as Friday, 20th November, 2026.

   The Scrutinizer will submit his report to the Chairman as soon as possible after the completion of voting i.e. Saturday, 26th December, 2026 but not later than 2 (two) working days thereof. The said report will be submitted to the Chairman or a person authorized by him in writing and the results of the voting shall be declared, on or before Monday, 28th December, 2026. The result of postal ballot along with the Scrutinizer's report will be placed on the Company website at www.omnitex.com and will also be communicated to the BSE Limited, where the equity shares of the Company are listed and Depository on the said date.

9. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to cs@omnitex.com

10. In compliance with Regulation 44 of the Listing Regulations and Sections 108, 110 and other applicable provisions of the Act, if any, read with the Rules made thereunder, the Company is providing facility for voting by electronic means (**'remote e-voting'**) to all the members of the Company to enable them to cast their votes electronically on the items mentioned in the Postal Ballot Notice. For this purpose, the Company has entered into an arrangement with NSDL to provide e-voting facility to the members.

11. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.

12. The last date of voting is Saturday, 26th December, 2026 up to 5.00 p.m. shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

13. Shareholders who have not registered their email address, may get their email address registered with the Company's, by sending email at cs@omnitex.com and following the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User Id and the Password to enable e-voting for this Postal Ballot. In case of any queries, members may write to info@adroitcorporate.com.

14. For the purpose of exercising vote through remote e-voting, members are requested to read the information and other instructions relating to remote e-voting as mentioned below.

The instructions for Members for e-voting are as under:

The remote e-voting period begins on Friday, 27th November, 2026 at 09.00 a.m. and ends on Saturday, 26th December, 2026 at 05.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the

record date (cut-off date) i.e. Friday, 20th 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 Friday, 20th November, 2026.

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	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. 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. 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. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user 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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 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 Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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 toll free no.: 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 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is

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

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to doshi.jenish@yahoo.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/issues or grievances you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of http://www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request to Mr. Suketh Shetty, Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013 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 cs@omnitex.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 cs@omnitex.com. If you are an Individual shareholders holding securities in demat mode, you are

requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

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

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By order of the Board of Directors
Omnitex Industries (India) Limited

SHYAM BRAHMADATT BAGRODIA

Digitally signed by SHYAM BRAHMADATT BAGRODIA
Date: 2026.11.23 20:00:40 +05'30'

Shyam Bagrodia
Managing Director
DIN: 00812394

Date: 23.11.2026
Place: Mumbai

OMNITEX INDUSTRIES (INDIA) LIMITED
CIN: L17100MH1987PLC042391
Registered Address: Office No. 11, 1st Floor, Tardeo Air Condition Market Co-op. Soc. Ltd., Pandit Madan Mohan Malaviya Road, Tardeo, Tulsiwadi, Mumbai – 400 034.
Email id: redressel@omnitex.com

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

ITEM NO. 1

CHANGE IN DESIGNATION AND APPOINTMENT OF MR. NEERAJ GUPTA (DIN: 00317395) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Neeraj Gupta (DIN: 00317395) was appointed as a Non-Independent Non-Executive Director of the Company with effect from 13th May, 2025. Considering his qualifications, professional expertise, experience and contribution to the Board, the Board of Directors of the Company, at its meeting held on 23rd November, 2026, upon the recommendation of the Nomination and Remuneration Committee, has approved the proposal for change in designation of Mr. Neeraj Gupta from Non-Independent Non-Executive Director to Independent Director of the Company, subject to the approval of the Members.

The Board is of the opinion that Mr. Neeraj Gupta possesses the requisite knowledge, expertise, experience and integrity and fulfils the conditions specified under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI Listing Regulations. Further, the Company has received the requisite declaration from Mr. Neeraj Gupta confirming that he meets the criteria of independence prescribed under the aforesaid provisions and is not disqualified from being appointed as an Independent Director.

The Board is of the view that his continued association with the Company in the capacity of an Independent Director would be beneficial to the Company, considering his knowledge, experience and valuable guidance in the deliberations of the Board.

Accordingly, pursuant to Regulation 25(2A) of the SEBI Listing Regulations, approval of the Members by way of a Special Resolution is sought for the change in designation and appointment of Mr. Neeraj Gupta as an Independent Director of the Company for a first term of five (5) consecutive years with effect from 23rd November, 2026 up to 22nd November, 2031.

The relevant details of Mr. Neeraj Gupta, including his brief profile, expertise, shareholding in the Company, relationship with other Directors and Key Managerial Personnel, and other disclosures as required under the applicable provisions of the Act and SEBI Listing Regulations, are provided in the annexure to this Postal Ballot Notice.

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

The Board of Directors recommends the Special Resolution set out at Item No. 1 of this Postal Ballot Notice for approval of the Members.

OMNITEX INDUSTRIES (INDIA) LIMITED
CIN: L17100MH1987PLC042391
Registered Address: Office No. 11, 1st Floor, Tardeo Air Condition Market Co-op. Soc. Ltd., Pandit Madan Mohan Malaviya Road, Tardeo, Tulsiwadi, Mumbai – 400 034.
Email id: redressel@omnitex.com

ADDITIONAL INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF THE SS-2 WITH REGARD TO DIRECTOR SEEKING APPOINMENT / RE-APPOINTMENT.

Particulars	**Details**
Name	Mr. Neeraj Gupta
DIN	00317395
Date of Birth	20/11/1968
Nationality	Indian
Date of Appointment on the Board	13/05/2025
Qualifications	B. com (Honours), CA
Brief resume	Mr. Neeraj Gupta is a fellow member of Institute of Chartered Accountant of India. He has experience of more than 30 years in asset management and corporate finance.
Nature of expertise in specific functional areas	Mr. Neeraj Gupta is a fellow member of Institute of Chartered Accountant of India with an experience of more than 30 years in asset management and corporate finance. He has also invested across various traditional infra sector and transitioning infra sector. He was associated for 20 years in leadership positions at JP Morgan's Asian Infra Fund, AP Moller Capital's India unit, and Essar Global Fund and in the early 10 years at Rothschild, GE Capital, American Express Bank, and Ernst & Young. He has managed J P Morgan's India renewables platform, evaluated US $ 2 Bn Investment opportunities for AP Moller Capital. He has also managed JP Morgan's waste to energy platform.
Terms and condition of appointment / re-appointment along with remuneration to be drawn	**Retire by rotation:** ▪ Not Liable to retire by rotation. **Duties:** ▪ To adhere as provided under Section 166 of the Act. ▪ To adhere to Schedule V of the Companies Act, 2013 & SEBI Listing Regulations. **Code of Conduct:** ▪ Abide by the Code of Conduct devised by the Company. **Remuneration: NIL** **(Except Sitting Fees)**
Relationship with other Directors, Manager and other KMP	There is no relationship with other Directors, Manager and other KMP.
No. of Board meeting attended during the year	5
Directorships held in other companies	6

(excluding foreign companies) as on date	
Memberships/ Chairmanships of committees of the Company	NIL
Memberships/ Chairmanships of committees of other companies	NIL
Listed entities from which the person has resigned in the past three years	NA
Number of shares held in the Company	NIL

By order of the Board of Directors
Omnitex Industries (India) Limited

SHYAM BRAHMADATT BAGRODIA
Digitally signed by SHYAM BRAHMADATT BAGRODIA
Date: 2026.11.23 20:01:06 +05'30'

Shyam Bagrodia
Managing Director
DIN: 00812394

Date: 23.11.2026
Place: Mumbai