INDO COTSPIN LIMITED

REGD. OFF: DELHI MILE STONE 78 K.M, N.H-44 VILLAGE JHATTIPUR
OPP. ICD JATTIPUR, PANIPAT-132103(HARYANA) INDIA

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NOTICE OF 32nd ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Second (32nd) Annual General Meeting of the members of **Indo Cotspin Limited** will be held on **Monday 10th August 2026 at 01:00 P.M. (IST)** through Video Conferencing ("VC")/ Other Audio-Visual means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1- TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026 TOGETHER WITH THE REPORT OF BOARD OF DIRECTORS AND AUDITORS THEREON;

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March 2026 and the reports of the Board of Directors and Auditors thereon as circulated to the Members, be and are hereby considered and adopted.**"**

ITEM NO. 2- APPOINTMENT OF MR. ARPAN AGGARWAL (DIN: 00456309) WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 **Mr. Arpan Aggarwal (DIN:00456309**), who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

ITEM NO. 3- APPOINTMENT OF M/S MANISH JAIN & ASSOCIATES, CHARTERED ACCOUNTANTS (FRN: 015608N) AS STATUTORY AUDITORS OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. Manish Jain & Association, Chartered Accountants (Firm Registration No.:015608N) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of 05 consecutive years from the conclusion of the 32nd Annual General Meeting (AGM) until the conclusion of the 37th AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

SPECIAL BUSINESS:

ITEM NO. 04- RE-APPOINTMENT OF MR. BAL AGGARWAL KISHAN (DIN: 00456219) AS THE MANAGING DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules and provisions of the Companies Act, 2013 including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, if any, subject to due compliance with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time and such other provisions as may be applicable and subject to other approvals and permissions, as may be requirsed and as per the provisions of Articles of Association and Nomination and Remuneration Policy of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members be and is hereby accorded for reappointment of **Mr. Bal Aggarwal Kishan (DIN: 00456219) as the Managing Director of the Company for a period of 5 years with effect from 01-10-2026 to 30-09-2031 on the remuneration as maybe decided by the Board.**

RESOLVED FURTHER THAT any of the Directors(s) be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby severally/jointly authorized to sign the requisite e-forms filed with the Registrar of Companies & to do all such acts, deeds, matters and things which are necessary to give effect to the aforesaid resolution."

ITEM NO. 05- RE-APPOINTMENT OF MR. SANIL AGGARWAL (DIN: 03073407) AS THE WHOLE- TIME DIRECTOR

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules and provisions of the Companies Act, 2013 including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, if any, subject to due compliance with applicable provisions of the Securities and Exchange Board of

India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time and such other provisions as may be applicable and subject to other approvals and permissions, as may be required and as per the provisions of Articles of Association and Nomination and Remuneration Policy of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for reappointment of **Mr. Sanil Aggarwal (DIN: 03073407) as the Whole Time Director of the Company for a period of 5 years with effect from 01-09-2026 to 31-08-2031 on the remuneration as maybe decided by the Board.**

RESOLVED FURTHER THAT any of the Directors(s) be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby severally/jointly authorized to sign the requisite e-forms filed with the Registrar of Companies & to do all such acts, deeds, matters and things which are necessary to give effect to the aforesaid resolution."

ITEM NO. 06- RE-APPOINTMENT OF MR. ARPAN AGGARWAL (DIN: 00456309) AS THE WHOLE- TIME DIRECTOR

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules and provisions of the Companies Act, 2013 including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, if any, subject to due compliance with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time and such other provisions as may be applicable and subject to other approvals and permissions, as may be required and as per the provisions of Articles of Association and Nomination and Remuneration Policy of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for reappointment of **Mr. Arpan Aggarwal (DIN: 00456309) as the Whole Time Director of the Company for a period of 5 years with effect from 21st September 2025 till 20th September 2030 on the remuneration as maybe decided by the Board**.

RESOLVED FURTHER THAT any of the Directors(s) be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard".

RESOLVED FURTHER THAT any Director of the Company, be and is hereby severally/jointly authorized to sign the requisite e-forms filed with the Registrar of Companies & to do all such acts, deeds, matters and things which are necessary to give effect to the aforesaid resolution."

ITEM NO.:07 CHANGE IN THE DESIGNATION OF MR. RAJ PAL AGGARWAL (DIN: 00456189) FROM WHOLE TIME DIRECTOR TO NON- EXECUTIVE DIRECTOR.

to consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the Articles of Association of the Company, on the recommendation of nomination remuneration committee and board of director, consent of the members be and is hereby accorded for the change in designation of **Mr. Rajpal Aggarwal (DIN:00456189)** from Whole-time Director of the Company to Non-Executive Director of the Company with effect from 10th August 2026.

RESOLVED FURTHER THAT upon such change in designation, Mr. Rajpal Aggarwal shall cease to be a Whole-time Director and shall continue to hold office as a Non-Executive Director of the Company, liable to retire by rotation, if applicable, in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution and to file necessary forms, returns and intimations with the Registrar of Companies and other statutory authorities, as may be required."

ITEM NO.:08 RATIFICATION AND APPROVAL OF THE OVERALL MANAGERIAL REMUNERATION PAID TO THE DIRECTORS OF COMPANY DURING FINANCIAL YEAR 2025-26

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

"**RESOLVED THAT** pursuant to the provisions of Section 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), on the approval of board of director of the company, the Consent of the members of the Company be and is hereby accorded to ratify and approve the payment of total managerial remuneration to the directors of the Company which may exceed the limits prescribed under Section 197, including the overall as well as individual limits of net profits of the Company for the Financial Year 2025-26.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits during the Financial Year

2025-26, the remuneration already paid to Mr. Bal Aggarwal kishan, Managing Director, Mr. Raj Pal Aggarwal (whole Time Directors) Mr. Arpan Aggarwal (Whole Time Director) and Mr. Sanil aggarwal (Whole Time Director) of the Company as per the terms of their appointment, be and is hereby ratified and approved as minimum remuneration, notwithstanding that the same is in excess of the limits specified under Section 197 and Section II of Part II of Schedule V of the Companies Act, 2013.

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

ITEM NO.09 TO INCREASE IN THE BORROWING LIMITS OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in supersession of all the earlier resolutions, the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), to borrow any sum or sums of monies, from time to time, in any form including but not limited to by way of loans, financial facility, through the issuance of debentures, commercial paper or such other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, as the Board may think fit for the purposes of the Company's business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed at any point in time a sum equivalent to **INR 50 Cr./- (Indian Rupees Fifty Crore Rupees Only)** or equivalent amount in any other foreign currency.

"**RESOLVED FURTHER THAT** the Board of Directors and/ or Key Managerial Personnels of the Company be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

ITEM NO. 10 TO AUTHORISE THE BOARD OF DIRECTORS TO SELL/ TRANSFER/ DISPOSE OF THE COMPANY'S LAND, BUILDING AND PLANT & MACHINERY TO A RELATED PARTY UNDER THE PROVISIONS OF SECTIONS 180(1)(A) AND 188(1)(B) OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

RESOLVED THAT pursuant to the provisions of Sections 180(1)(a), 188(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if applicable, the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be required from the concerned statutory, regulatory or other authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall be deemed to include any Committee thereof duly authorised by the Board) to sell, transfer, convey, assign or otherwise dispose of the Company's Land, Building and Plant & Machinery, constituting the whole or substantially the whole of the undertaking of the Company, to the related parties, within the meaning of Section 2(76) of the Act, for an aggregate consideration of ₹11,00,00,000/- (Rupees Eleven Crore Only) or such higher consideration as may be determined on the basis of the valuation report of an Independent Registered Valuer, on such terms and conditions as the Board may deem fit and in the best interest of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 188(1)(b) of the Companies Act, 2013 read with the applicable Rules made thereunder and other applicable provisions, if any, the approval of the Members be and is hereby accorded for entering into the aforesaid related party transaction for the sale, transfer or other disposal of the Company's Land, Building and Plant & Machinery in favour of the related party(ies), for the consideration stated above or such higher consideration as may be determined based on the valuation report of an Independent Registered Valuer, on such terms and conditions as the Board may consider appropriate and in compliance with all applicable statutory and regulatory requirements.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise, approve and execute all agreements, deeds of conveyance, sale deeds, transfer deeds, assignments, declarations, undertakings and all other documents, writings and instruments as may be necessary or expedient in connection with the aforesaid transaction and to do all such acts, deeds, matters and things, including settling any questions, difficulties or doubts that may arise, and to make such modifications, alterations or amendments to the terms and conditions of the transaction as may be considered necessary or desirable or as may be required by any statutory or regulatory authority, for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred upon it by this Resolution to any Committee of the Board or to any Director, Chief Financial Officer, Company Secretary or any other officer or authorised representative of the Company, to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for implementing and giving effect to this Resolution, including obtaining all necessary approvals, permissions, filings, registrations and compliances with the concerned statutory and regulatory authorities.

RESOLVED FURTHER THAT all actions taken, or to be taken, by the Board or any person authorised by the Board in connection with the aforesaid transaction shall be deemed to have been duly authorised and ratified by the Members of the Company."

ITEM NO.11 TO APPROVE THE REVISION IN REMUNERATION PAYABLE TO MANAGING DIRECTOR AND OTHER DIRECTORS FOR THE FINANCIAL YEAR 2026-27.

To consider and if thought fit, to pass the following resolution as **special resolution:**

"RESOLVED THAT pursuant to the approval of the shareholders of the Company and in accordance with the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act, and subject to such approvals, consents, permissions and sanctions as may be necessary, the approval of the members be and is hereby accorded for payment of remuneration to the Managing Director(s), Whole-time Director(s) and other Directors of the Company, which may in aggregate exceed the overall ceiling and as well as individual limits of the net profits of the Company computed in accordance with Section 198 of the Act, for the financial year 2026-2027.

RESOLVED FURTHER THAT the Board of Directors (including its Nomination and Remuneration Committee) be and is hereby authorized to determine, finalize, alter, vary and fix from time to time, the remuneration payable to the Managing Director(s), Whole-time Director(s) and other Directors of the Company within the limits approved herein, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

FURTHER RESOLVED THAT any Director or the Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Date: 14-07-2026
Place: Panipat

In the order of board of
Indo Cotspin Limited

SD/
Raj Pal Aggarwal
Whole time Director
DIN:00456189

NOTES:

1. The Ministry of Corporate Affairs ("MCA") allows companies to hold AGM through VC/OAVM, without physical presence of Members at a common venue. Incompliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company, i.e., Delhi Mile Stone, 78 K.M., NH-44, Opp Village Jhattipur, Opp. ICD Jhattipur, Panipat Haryana India -132103 shall be deemed to b

2. e the venue for the AGM. [General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, collectively referred to as "MCA Circulars"**.**

In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 32nd Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM on, 10th August 2026 at 01:00 P.M(IST). The proceedings of the AGM deemed to be conducted at Delhi Mile Stone, 78 K.M., NH-44, Opp Village Jhattipur, Opp. ICD Jhattipur, Panipat Haryana India -132103.

3. **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 TO 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.**

4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and General Circular No. 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, MCA Circulars dated December 28, 2022, May 05, 2022, December 14, 2021, January 13, 2021, April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by

NSDL.

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited (NSDL) e-Voting website at **"https://eservices.nsdl.com/"** The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM, without restriction on account of a first come first served basis.

6. As per the provisions of Clause 3.A. II. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos.04 to 11 of the accompanying Notice, are considered to be unavoidable by the Board.

7. The submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.

8. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in dematerialized form with the depositories. Therefore, shareholders are requested to act to dematerialize the equity shares of the Company.

9. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in the Notice and explanatory statement, will be available **electronically for inspection** via a secured platform without any fee by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to **info@indocotspin.com**

10. The Board of Directors of the Company has appointed M/s Amit Saxena & Associates New Delhi as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.

11. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, 03rd August 2026 to Monday, 10th August 2026** (both days inclusive).

12. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall within 48 hours of conclusion of the AGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Mr. Bal Aggarwal Krishn (Chairman) or

any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.

13. The results along with Scrutinizer's Report, shall be displayed at the Registered Office of the Company and placed on the Company's website at www.indocotspin.com and the website of NSDL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favor of the resolutions.

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

The remote e-voting period begins on Friday, 07th August 2026 at 09:00 A.M. and ends on 09th August 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. 31st July 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 31st July 2026.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL.	Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on

	company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com. and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.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

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

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

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, your Password/OTP and a Verification Code as shown on the screen.

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

Your User ID details are given belows:

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 11456001***

<u>Password details for shareholders other than Individual shareholders are given below:</u>

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

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. **How to retrieve your 'initial password'?** **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'.** **If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.**
If you are unable to retrieve or have not received the "Initial password" or have forgotten your password: **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.** **Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.** **If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.** **Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.**
After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
Now, you will have to click on "Login" button.
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.

General Guidelines for shareholders:

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

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

Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

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

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.

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

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

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

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 service@vvanda.com with a copy marked to evoting@nsdl.co.in. 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.

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.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Abhishek Mishra at evoting@nsdl.co.in

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

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

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 admin@skylinerta.com If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

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

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.

Date: 14-07-2026
Place: Panipat

In the order of board of
Indo Cotspin Limited

SD/-
Raj Pal Aggarwal
Whole time Director
DIN:00456189

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

The following Statement sets out all material facts relating to the Special Business mentioned in accompanying Notice:

ITEM NO. 4

The Board of Directors of the Company at its meeting held on **14th July 2026** upon the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of **Mr. Bal Aggarwal Kishan (DIN: 00456219)** as **Whole-time Director** of the Company for a further period of **05 years** with effect from **10th August 2026**subject to the approval of the Members of the Company.

Mr. **Bal Aggarwal kishan (DIN: 00456219)** has been associated with the Company for a considerable period and has made significant contributions towards the growth and development of the Company. Considering his experience, expertise, leadership qualities, and continued valuable services, the Board is of the opinion that his re-appointment as Managing Director is in the best interest of the Company.

The principal terms and conditions of re-appointment, including remuneration payable to **Mr. Bal Aggarwal Kishan (DIN: 00456219)** are set out in the resolution and are available for inspection by the Members at the Registered Office of the Company during business hours up to the date of the meeting.

All director and Key Managerial Personnel except Independent Director are interested and concerned in the proposed resolution.

The Board recommends the Special Resolution as set out in the Notice for approval by the Members.

ITEM NO. 5

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has approved the re-appointment of Mr. Sanil Aggarwal (DIN:03073407) as the Whole Time Director of the Company for a further term of five (5) years commencing from10th August 2026,to 09th August 2031 subject to approval of the members at the ensuing Annual General Meeting.

Mr. Sanil Aggarwal (DIN:03073407) has been associated with the Company in a leadership role and has significantly contributed to its growth and strategic direction. His experience, vision, and commitment continue to be instrumental in driving the Company's performance and long-term value creation.

The re-appointment is proposed in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and the rules made thereunder, as well as applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms and conditions of his re-appointment, including remuneration, shall be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee in accordance with the Company's Nomination and Remuneration Policy and within the limits prescribed under applicable law.

All director and Key Managerial Personnel except Independent Director are interested and concerned in the proposed resolution.

The Board recommends the resolution set out at Item No. 05 of the Notice for approval of the members as an Ordinary Resolution.

ITEM NO.:06

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has approved the re-appointment of **Mr. Arpan Aggarwal (DIN: 00456309)** as the Whole Time Director of the Company for a further term of five (5) years commencing from 10th August 2026 to 09th August 2026 subject to approval of the members at the ensuing Annual General Meeting.

Mr. Arpan Aggarwal (DIN: 00456309) has been associated with the Company in a Management role and has significantly contributed to its growth and strategic direction. His experience, vision, and commitment continue to be instrumental in driving the Company's performance and long-term value creation.

The re-appointment is proposed in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and the rules made thereunder, as well as applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms and conditions of his re-appointment, including remuneration, shall be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee in accordance with the Company's Nomination and Remuneration Policy and within the limits prescribed under applicable law.

All director and Key Managerial Personnel except Independent Director are interested and concerned in the proposed resolution.

The Board recommends the resolution set out at Item No.06 of the Notice for approval of the members as an Ordinary Resolution.

ITEM NO. 07

The Members are informed that Mr. Raj Pal Aggarwal (DIN: 00456189) was appointed as the Whole-time Director of the Company and has been actively involved in the day-to-day management and operations of the Company.

Due to personal and professional commitments, Mr. Raj Pal Aggarwal (DIN: 00456189) is no longer in a position to devote sufficient time to the day-to-day affairs and management of the Company. Accordingly, Mr Mr. Raj Pal Aggarwal (DIN: 00456189) has expressed the desire to step down from the position of Whole-time Director while continuing to serve on the Board as a Non-Executive Director.

Considering the valuable experience, knowledge, and guidance of Mr. Raj Pal Aggarwal (DIN: 00456189)**]**, the Board of Directors, at its meeting held on 14th July 2026 approved the change in designation from **Whole-time Director** to **Non-Executive Director**, subject to the approval of the members of the Company, with effect from 10th August 2026**.**

The change in designation is solely due to the non-availability of Mr. Raj Pal Aggarwal (DIN: 00456189) for the day-to-day management of the Company and shall not affect his position as a Whole Time Director on the Board. Mr. Raj Pal Aggarwal (DIN: 00456189) will continue to contribute to the Company's strategic decision-making and governance in the capacity of a Non-Executive Director.

All director and Key Managerial Personnel except Independent Director are interested and concerned in the proposed resolution.

The Board recommends the Ordinary Resolution set out at Item No.7 of the Notice for approval of the Members.

Item No.:08

Ratification and approval of overall managerial remuneration under Companies Act, 2013

I. **General information:**

1. **Nature of industry:** Textile & Apparel

Financial performance based on given indicators: The financial performance of the Company during the financial year 2024-2025 reflects a net profit of approximately 5,608,482.5/-(Rupees Fifty-Six Lakh Eight Thousand Four Hundred Eighty-Two and Paise Fifty Only) While the Company has reported profits, the same are considered inadequate in terms of the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 for payment of managerial remuneration. The Company continues to focus on strengthening its operational efficiency, expanding its business activities, and improving overall profitability.

In view of the above, and considering the scale of operations, industry standards, and the contribution of the managerial personnel, the proposed remuneration is justified and is being placed before the Members for their approval in accordance with the provisions of Schedule V of the Companies Act, 2013.

II. Information about the Director:

(1**) Background details**: All the Directors of the Company are experienced professionals with several years of expertise in the Textile manufacturing industry. Collectively, the Directors bring strong knowledge in key areas such as manufacturing operations, quality control, procurement of raw materials, supply chain management, and business development. Their extensive industry experience has enabled the Company to maintain high standards of quality.

(2) **Past Remuneration:** The details of remuneration paid to the managerial personnel during the previous financial year i.e., FY 2024–2025 are as follows:

- Mr. Bal Aggarwal kishan: ₹ 8,10 Lakhs per annum
- Mr. Raj Pal Aggarwal: ₹8.10 Lakhs per annum
- Mr. Arpan Aggarwal: 8.10 Lakhs per annum
- Mr. Sanil Aggarwal: 8.10 Lakhs per annum

(3) **Recognition or awards**: No recognition or awards have been granted to the Directors during their tenure with the Company.

(4) **Job profile and his suitability**: The Director is entrusted with substantial powers of management and is responsible for the overall affairs of the Company, subject to the supervision and control of the Board of Directors. The role includes strategic planning, business development, financial oversight, policy formulation, and ensuring compliance with applicable laws and regulation

(5) **Remuneration proposed**: The Company has paid managerial remuneration to its Directors during the Financial Year 2025–2026. The Company now seeks to ratify and obtain approval of the Members for the said remuneration in accordance with the applicable provisions of the Companies Act, 2013 read with Schedule V.
The details of remuneration paid to the Directors during the Financial Year 2025–2026 are as follows:

- Mr. Bal Aggarwal kishan: ₹ 12 Lakhs per annum
- Mr. Raj Pal Aggarwal: ₹ 12 Lakhs per annum
- Mr. Arpan Aggarwal: ₹ 12 Lakhs per annum
- Mr. Sanil Aggarwal: ₹ 12 Lakhs per annum

(6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person**: The Company is engaged in the textile business and operates in a highly competitive and dynamic industry. The remuneration proposed for the Managing Director/Whole-time Director has been determined after considering the nature and size of the Company's operations, its financial performance, industry practices, and the responsibilities entrusted to the appointee, For the financial year ended 31st March, 2025, the Company reported a profit of ₹56,08,482.56 for the Financial Year 2024-2025. The proposed remuneration of ₹8,10,000 per annum is modest and commensurate with the size of the Company, its profitability, and the prevailing remuneration levels for similar positions in companies operating in the textile industry.

The Managing Director/Whole-time Director is entrusted with the overall management of the Company's affairs, including strategic planning, operational management, business development, regulatory compliance, financial oversight, and implementation of the decisions of the Board of Directors. The proposed remuneration is considered reasonable in view of the qualifications, experience, expertise, and responsibilities associated with the position.

The Nomination and Remuneration Committee and the Board of Directors are of the opinion that the proposed remuneration is fair, reasonable, and in line with the remuneration practices followed by companies of comparable size and operating in the textile sector. The remuneration is also within the limits prescribed under the applicable provisions of the Companies Act, 2013, read with Schedule V thereto.

(7) The Directors do not have any pecuniary relationship with the Company, directly or indirectly, except to the extent of remuneration received by those serving as Executive Directors and their shareholding in the Company**.**

The shareholding of the Directors in the Company is as follows:

- Mr. Bal Kishan Aggarwal – 8,41,670 Equity Shares
- Mr. Rajpal Aggarwal – 8,31,130 Equity Shares
- Mr. Sanil Aggarwal – 3,13,140 Equity Shares
- Mr. Arpan Aggarwal – 2,11,650 Equity Shares

Further, all the Executive Directors are related to each other by virtue of family (blood) relationship. The Independent Directors of the Company are not related to any of the other Directors.

III**. Other information**:

(1**) Reasons of loss or inadequate profits:** The Company has inadequate profits during the relevant financial year in terms of the limits prescribed under Section 197 of the Companies Act, 2013.

(2) **Steps taken or proposed to be taken for improvement**: In order to further improve its financial performance and profitability, the Company has implemented various strategic measures and policies aimed at enhancing operational efficiency and increasing productivity. Continuous efforts are being made to optimize costs, improve resource utilization, and strengthen business operations. These initiatives are expected to contribute positively to the profitability of the Company in the coming years.

The management remains committed to improving overall performance and achieving sustainable growth.

(3**) Expected increase in productivity and profits in measurable terms**: Based on the strategic measures and policies implemented by the Company, including improved operational efficiency and enhanced productivity initiatives introduced from the Financial Year 2024–2025, the Company expects a steady improvement in its overall performance.

The Company anticipates an increase in productivity levels through better utilization of resources, process optimization, and cost control measures. Consequently, these efforts are expected to result in a gradual improvement in revenue and profitability in the coming financial years.

Item No. 09

Keeping in view the Company's long-term strategic and business objectives and to meet its business requirements, including capital expenditure, working capital requirements, expansion plans and other general corporate purposes, the Company may, from time to time, require additional financial assistance.

Accordingly, the Company may raise or borrow monies from Banks, Financial Institutions, Bodies Corporate, NBFCs, or any other persons or entities, as may be considered appropriate by the Board of Directors. Such borrowings, together with the monies already borrowed by the Company (excluding temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the Company's paid-up share capital, free reserves and securities premium.

Pursuant to the provisions of **Section 180(1)(c)** of the Companies Act, 2013, the Board of Directors of a company cannot borrow monies where the amount to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate of the paid-up share capital, free reserves and securities premium of the Company, except with the consent of the Members by way of a **Special Resolution**.

Accordingly, the approval of the Members is being sought to authorise the Board of Directors to borrow monies, from time to time, in excess of the aforesaid limits, up to an aggregate outstanding amount of **INR 50 Crore** (Rupees Fifty Crore **Only**) or such other limit as specified in the Resolution.

The proposed borrowing powers will enable the Company to avail financial assistance as and when required, ensuring adequate financial flexibility for its business operations and future growth.

The Board is of the opinion that the proposed Resolution is in the best interests of the Company and accordingly recommends the **Special Resolution** set out at **Item No. [9]** of the Notice for approval of the Members.

All director and Key Managerial Personnel except Independent Director are in interested in concerned or interested in the proposed resolution.

Item No. 10.

The Board of Directors of the Company, at its meeting held on 14th August 2026 approved, subject to the approval of the Members and such other approvals, consents and permissions as may be required, the proposal for the sale/transfer/disposal of the Company's **Land, Building and Plant &**

Machinery to Mrs. Ankita Aggarwal, Mrs. Ritu Aggarwal, Mr. Arpan Aggarwal and Mr. Sanil Aggarwal, a Related Party of the Company, for an aggregate consideration of **₹12,00,00,000/- (Rupees Twelve Crore Only)**.

The proposed transaction has been evaluated by the Board considering the commercial and strategic requirements of the Company. The sale of the aforesaid assets is proposed to enable the Company to optimise the utilisation of its assets, improve operational efficiency, strengthen its financial position and utilise the sale proceeds for its business requirements, repayment of borrowings, working capital and other general corporate purposes, as may be decided by the Board from time to time.

Since the proposed sale involves the disposal of the Company's **Land, Building and Plant & Machinery**, which constitutes the whole or substantially the whole of the undertaking of the Company, the approval of the Members by way of a **Special Resolution** is required pursuant to the provisions of **Section 180(1)(a)** of the Companies Act, 2013.

Further, as the proposed purchaser is a **Related Party** within the meaning of Section 2(76) of the Companies Act, 2013, the transaction is covered under **Section 188(1)(b)** of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014. Accordingly, the approval of the Members is also being sought for entering into the aforesaid related party transaction.

The consideration of **₹11,00,00,000/- (Rupees Eleven Crore Only)** is based on the valuation carried out by an **Independent Registered Valuer** and/or such higher consideration as may be determined by the Board, ensuring that the transaction is fair, reasonable and in the best interests of the Company and its stakeholders.

The Board shall be authorised to finalise the terms and conditions of the transaction, execute all necessary agreements, deeds and other documents, and do all such acts, deeds and things as may be necessary or expedient for giving effect to the proposed transaction.

Disclosure pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014

Particulars	**Details**
Name of the Related Party	Any of the related parties as defined under the provision of section 2(76) of the Companies Act, 2013
Name of the Director or Key Managerial Personnel who is related, if any	All director and Key Managerial Personnel except Independent Director are in interested in concerned or interested in the proposed resolution.
Nature, Material Terms, Monetary Value and Particulars of the Contract/Arrangement	Sale of the Company's Land, Building and Plant & Machinery for a consideration of **₹11,00,00,000/- (Rupees Eleven Crore Only)** or such higher consideration as may be determined by the Board based

Particulars	**Details**
	on the valuation report, on such terms and conditions as may be mutually agreed.
Any Other Information	None

All director and Key Managerial Personnel except Independent Director are interested and concerned in the proposed resolution.

The Board of Directors recommends the **Special Resolution** set out at Item No. 10 of the Notice for approval of the Members.

Item No. 11

TO APPROVE THE REVISION IN REMUNERATION PAYABLE TO MANAGING DIRECTOR AND OTHER DIRECTORS FOR THE FINANCIAL YEAR 2025-2026

The Members of the Company had approved the appointment and remuneration of the Managing Director(s), Whole-time Director(s) and other Directors from time to time in accordance with the provisions of the Companies Act, 2013.

Considering the scale of the Company's operations, increased business responsibilities, industry practices, and the need to suitably compensate the Directors for their continued leadership and contribution towards the growth and development of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has proposed to revise the remuneration payable to the Managing Director(s), Whole-time Director(s) and other Directors for the financial year 2026–27.

The proposed remuneration may, in aggregate, exceed the overall limits and the individual limits prescribed under Section 197 of the Companies Act, 2013, read with Section 198 and Schedule V of the Act, subject to the approval of the shareholders by way of a Special Resolution and such other approvals, if any, as may be required.

The Board believes that the proposed revision is justified in view of the Company's present and future business requirements and is in the best interests of the Company. The Board (including the Nomination and Remuneration Committee) shall have the authority to determine, revise, modify and fix the remuneration payable to the Managing Director(s), Whole-time Director(s) and other Directors within the limits approved by the Members and in accordance with the applicable provisions of the Companies Act, 2013.

Accordingly, the Board recommends the Special Resolution set out at Item No. 11 of the Notice for approval of the Members.

Except to the extent of their respective remuneration and their shareholding, if any, the Managing

Director(s), Whole-time Director(s) and other Directors of the Company and their relatives may be deemed to be concerned or interested, financially or otherwise, in the proposed resolution.

In terms of Section 197 of the Companies Act, 2013, the total managerial remuneration payable by a public company to its directors, including managing and whole-time directors, shall not exceed 11% of the net profits of the company computed in accordance with Section 198 of the Act, except with the approval of the members of the Company by way of a special resolution.

Considering the increased operations of the Company, higher level of responsibilities entrusted to the directors, and to provide flexibility to the Board to reward performance in line with industry standards, the Board recommends seeking approval of the members for payment of managerial remuneration in excess of the overall ceiling of 11% of net profits of the Company, if necessary.

The approval sought is for the financial year 2026-2027 so that the Company has adequate flexibility in structuring remuneration payable to the Managing Director(s), Whole-time Director(s) and other Directors during this period, subject to compliance with Schedule V of the Companies Act, 2013 and other applicable laws.

None of the other Directors, Key Managerial Personnel (KMPs) of the Company or their relatives, except to the extent of their remuneration, are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution as set out in the Notice for approval of the members.

ANNEXURE – A
TO ITEMS 03 OF THE NOTICE

Details of the Auditors being Re-Appointed at the 32ndAnnual General Meeting of the Company as per Regulation 36 SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015

Particulars	Details
Name	M/s Manish Jain & Assocates
Proposed fees payable to the statutory Auditor along with terms of appointment	As discussed between the Board and Auditor
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.	Due to expertise in the field of Management and Accountancy Firm Name: M/s Manish Jain & Assocates Firm PAN: AAPFM5177R FRN No: FRN015608N Peer Review certificate No.: 020482

ANNEXURE B
TO ITEMS 4, 5 ,6 ,7 and 8 OF THE NOTICE

Details of Directors seeking appointment/re-appointment or increase in remuneration at the forthcoming Annual General Meeting (in pursuance of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard II)

Particulars	**Bal Kishan Aggarwal**	**Raj Pal Aggarwal**	**Sanil Aggarwal**	**Arpan Aggarwal**
DIN	00456219	00456189	03073407	00456309
Age	64	60	34	39
Date of 01st Appointment on the Board	01/10/2015	08/02/1995	24/07/2021	30/05/2020
Name of director	Late: Shri Ram Aggarwal	Sri Ram Aggarwal	Rajpal Aggarwal	Bal Krish Aggarwal

Designation	Managing Director	Whole Time Director	Whole Time Director	Whole Time Director
Education/ Qualifications	Graduate	Graduate	Graduate	Graduate
Expertise in specific functional area	Leadership & Strategic Vision	Risk Management Skill and Legal and regulatory knowledge	Technology & Digital and Industry / Business Knowledge	Marketing and customer insight
Experience	Mr. Bal Kishan Aggarwal is having 38 years of experience in fabric and other related industry	Mr. Rajpal Aggarwal is having 30 years of experience in fabric and other related industry	Mr. Sanil Aggarwal is having 15 years of experience in fabric and other related industry	Mr. Arpan Aggarwal is having 18 years of experience in fabric and other related industry
Other Companies in which He/she holds directorships	NA	NA	01.Ultimate Resorts Private Limited (CIN: U74899DL1990PTC040809) 02 Indo Truly Trade Private Limited (CIN:U46620HR2024PTC124583) 03. Indorecyclex Private Limited (CIN:U13999HR2026PTC141599)	01.Indo Truly Trade Private Limited (CIN: U46620HR2024PTC124583) 02. Indorecyclex Private Limited (CIN:U13999HR2026PTC141599)
Companies in which holds Membership/ Chairmanship of committees	NA	NA	NA	NA
Percentage of shareholding in the Listed Entity	11.79%	11.64%	4.39%	2.96%
Relationship with other Directors,	Brother of Mr. Rajpal Aggarwal and father of Mr.	Brother of Mr. Bal Krishan Aggarwal and	Son of Mr. rajpal Aggarwal	Son of Bal Krishan Aggarwal

Manager and other KMP of the company (Inter se Relation)	Arpan Aggarwal	father of Sanil Aggarwal Sir		
No. of Board Meetings attended during the Financial Year	06	06	06	06
Brief Profile	Mr. Bal Kishan Aggarwal (DIN: 00456219) is the Managing Director of the Company and has been associated with the Company for incorporation of the company He is a graduate and possesses over 38 years of experience in the fabric and allied industry. His core expertise lies in leadership and strategic vision, with extensive experience in business operations and strategic management	Mr. Raj Pal Aggarwal (DIN: 00456189), aged 60 years, is a Graduate and has over 38 years of experience in the fabric and allied industry. He possesses extensive expertise in corporate compliance, risk management, and legal & regulatory matters. Considering his experience, skills, and valuable contribution to the Company, t	Mr. Sanil Aggarwal (DIN: 03073407), aged 34 years, is a Graduate and has over 15 years of experience in the fabric and allied industry. He possesses expertise in technology & digital initiatives and industry/business management. Considering his experience, skills, and valuable contribution to the Company,	Mr. Arpan Aggarwal (DIN: 00456309), aged 39 years, is a Graduate and has over 18 years of experience in the fabric and allied industry. He possesses expertise in marketing and customer insights, contributing significantly to the Company's business development and growth. Considering his experience, skills, and valuable contribution to the Company,
Term and Condition of Appointment	There is no change in the terms and conditions of your appointment as originally set out in the	There is no change in the terms and conditions of your appointment as originally set out	There is no change in the terms and conditions of your appointment as originally set out in the	There is no change in the terms and conditions of your appointment as originally set out in the

	appointment letter dated except in remuneration.	in the appointment letter dated except in remuneration.	appointment letter dated except in remuneration.	appointment letter dated except in remuneration.
Remuneration of Director	12 Lakh P.A.	12 Lakh P.A.	12 Lakh P.A.	12 Lakh P.A.
Last Drawn Salary	8.1 Lakh P.A.	8.1 Lakh P.A.	8.1 Lakh P.A.	8.1 Lakh P.A.