

CORPORATE OFFICE

15th Flr., D Wing, Trade World Bldg., Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (W), Mumbai 400013.
Tel No. 022- 66343312 -16 / 022-24963304 - 07 / 022-66109036 - 40

FACTORY ADDRESS

Unit 1. Survey Plot No.187/4/1/2,250, 251 P 257/1, & 258/3, Vill. Surangi, Silvassa, Dadra and Nagar Haveli 396230.
Unit 2. Survey Plot No.320/1/1/2/1/1,314/1,315&314/P, Vill. Surangi, Silvassa, Dadra and Nagar Haveli 396230.
Tel. No. 91-9081179797 / 91-9714109659

REGISTERED OFFICE

SRV NO. 187/4/1/2, Near Surangi Bridge, Surangi Dadra & Nagar Haveli Silvassa Dadra & Nagar Haveli Dn 396230.

Email: sales@sanathan.com

COMPANY IDENTIFICATION NO. L17299DN2005PLC005690

Date: May 06, 2026

<p>To,</p> <p>National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai-400051.</p>	<p>BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001.</p>
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Scrip Code: **544314**

Trading Symbol: **SANATHAN**

Ref. No: - **2026-2027/May26/110**

Dear Sirs/Madam,

Sub: Disclosure of Postal Ballot Notice under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

We hereby submit, pursuant to Regulation 30 of the Listing Regulations and intimation of Calendar of events filed by Sanathan Textiles Limited (“the Company”), a copy of the postal ballot notice along with explanatory statement dated April 24, 2026 (“Notice”) to seek approval of the shareholders for the following special resolutions:

Sr. No.	Particulars
1.	Re-appointment of Mrs. Rupal Anand Vora (DIN: 07096253), as an Independent Director of the Company
2.	To extend the benefits of Employee Stock Option – ESOP 2021 (“ESOP 2021”/ “Scheme”) to employees of Subsidiary Company(ies)

The Notice is being sent only through electronic mode to those members of the Company whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the register of members of the Company or in the register of beneficial owners maintained by the Depositories as on April 30, 2026 (“Cut-off date”), seeking their approval as set out in the Notice.



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Email: sales@sanathan.com

COMPANY IDENTIFICATION NO. L17299DN2005PLC005690

The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its members.

The remote e-voting period commences from 9.00 AM (IST) on Friday, May 08, 2026, and ends at 5.00 PM (IST) on Saturday, June 06, 2026. The results of the postal ballot will be announced on Monday, June 08, 2026. The postal ballot notice is also available on the Company's website at www.sanathan.com

We request you to take the same on your record.

Thanking You,

Yours faithfully,
For Sanathan Textiles Limited

Jude Patrick Dsouza
Company Secretary and Compliance Officer

Encl: As above.



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POSTAL BALLOT NOTICE

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

To the Members of Sanathan Textiles Limited

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Sanathan Textiles Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) pursuant to Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, read with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 and other relevant circulars and subsequent circulars issued in this regard, the latest being, General Circular No. No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Explanatory Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice, is also attached.

The Board of Directors has appointed Mr. Devendra V Deshpande of M/s. DVD & Associates, Practicing Company Secretary (FCS No. 6099 and COP no. 6515), as the Scrutinizer for conducting the Postal Ballot, through the e-voting and postal ballot process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:



Commencement of e-voting:	Friday, May 08, 2026, at 09:00 a.m. (IST)
End of e-voting:	Saturday, June 06, 2026 at 05:00 p.m. (IST)

The Scrutinizer will submit his report, after the completion of scrutiny. The results of e-voting will be announced on Monday, June 08, 2026, and will be displayed on the Company's website at www.sanathan.com and the website of NSDL at <https://www.evoting.nsdl.com/>

The results along with the Scrutinizer's Report will simultaneously be communicated to the Stock Exchanges on which the Equity shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, within 2 (two) working days from the conclusion of e-voting. The resolutions, if approved, shall be deemed to have been passed on the last date of remote e-voting, i.e. Saturday, June 06, 2026.

You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter accord your assent or dissent by means of remote e-Voting facility provided by the Company.

SPECIAL BUSINESS

1. Re-appointment of Mrs. Rupal Anand Vora (DIN: 07096253), as an Independent Director of the Company:

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 Sections 149, 150, 152 of the Companies Act, 2013 ("the Act") and rules made thereunder read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, Articles of Association of the Company and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), (Including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board, Mrs. Rupal Anand Vora (DIN: 07096253) be and is hereby re-appointed as an Independent Director for a second term of three (3) years effective from April 01, 2026 till March 31, 2029 (both days inclusive), and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mrs. Rupal Anand Vora (DIN: 07096253), shall be entitled to receive the sitting fees and / or profit related commission as permitted to be received in the capacity of Independent Director under the Act and SEBI Listing Regulations, as per the Nomination and Remuneration Policy, duly approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors and / or Company Secretary and Compliance Officer of the Company be and is hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution."

2. To extend the benefits of Employee Stock Option – ESOP 2021 (“ESOP 2021”/ “Scheme”) to employees of Subsidiary Company(ies)

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

“RESOLVED THAT pursuant to the provisions of Regulation 6 (2) and 6 (3) (c) and other applicable provisions, if any, of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB & SE Regulations”), read with Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the Memorandum and Articles of Association of the Company and such other approvals as may be required, the Members hereby take note of the Shareholders approval granted in the Annual General Meeting held on Friday, August 05, 2022 (“the Approval”) pertaining to the extension of benefits of Employees Stock Option – ESOP 2021 to employees of Subsidiary Company (ies) and based on the Approval, the Company had granted certain options to eligible employees of the Subsidiary Company i.e. Sanathan Polycot Private Limited and accordingly the Members of the Company hereby ratify the Approval and the options granted to employees of the Subsidiary Company.

RESOLVED FURTHER THAT in order to ensure compliance with Regulation 6 (2) and 6 (3) (c) of the SBEB & SE Regulations, approval of the Members be and is hereby accorded for grant of Options, issue and allot Equity Shares, in future, under the ESOP Plan – 2021 to the eligible employees of Subsidiary Company(ies) of the Company, whether existing or to be incorporated in future, as may be determined by the Board of Directors (including any Committee thereof), within the overall limits already approved under the said ESOP SCHEME.

RESOLVED FURTHER THAT the Board of Directors and / or Company Secretary and Compliance Officer of the Company (including any Committee thereof) be and is hereby authorised to take all such steps, actions, execute all such documents and do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this Resolution and to ensure compliance with the SBEB & SE Regulations and other applicable laws.”

Date: April 24, 2026
Place: Mumbai

Order of the Board of Directors

Sd/-

Jude Patrick Dsouza
Company Secretary and Compliance Officer

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Act read with the applicable rules made thereunder, setting out the material facts and the reasons/rationale for the proposal is annexed hereto and forms part of this Postal Ballot Notice.
2. This Postal Ballot Notice will also be available on the Company's website at www.sanathan.com , websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited ('NSDL') at <https://www.evoting.nsdl.com/>
3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent to those members whose names appear on the register of members / register of beneficial owners as on Thursday, April 30, 2026 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.
4. In accordance with the MCA Circulars, Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts.
5. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories, shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
6. Voting rights of a member/ beneficial owner shall be in proportion to his / her / its shareholding in the paid-up Equity Share capital of the Company as on the Cut-Off Date.
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. The e-voting period commences at 9:00 a.m. (IST) on Friday, May 08, 2026, and ends at 5:00 p.m. (IST) on Saturday, June 06, 2026. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e- voting i.e., Saturday, June 06, 2026.

10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. The Members seeking to inspect the documents can send an email to investors@sanathan.com.

11. PROCEDURE FOR E-VOTING:

E-VOTING FACILITY

- The Company is providing e-voting facility of NSDL to its Members to exercise their right to vote on the proposed resolution by electronic means.
- The e-voting facility will be available during the following voting period:

Commencement of e-voting:	Friday, May 08, 2026, at 09:00 a.m. (IST)
End of e-voting:	Saturday, June 06, 2026 at 05:00 p.m. (IST)

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

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

1. 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.	<ol style="list-style-type: none"> 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

	<p>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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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.

	<p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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 to 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 devendracs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Mr. Sagar S. Gudhate, Senior Manager at evoting@nsdl.com

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

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

Item No. 1

Re-appointment of Mrs. Rupal Anand Vora (DIN: 07096253) as an Independent Director of the Company:

Mrs. Rupal Anand Vora was appointed by the Board and duly approved by the Shareholders for the first term as an Independent Director for a term of three (3) years which was completed on March 31, 2026.

Further based on the skills, experience and expertise which Mrs. Vora brings on the Board, the Management proposed and based on the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board at its meeting held on Friday, February 06, 2026 re-appointed Mrs. Vora for a second term of three (3) years effective from April 01, 2026 and whose office shall not be liable to retire by rotation.

The Company has received requisite disclosures from Mrs. Vora:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and qualifications of Directors) Rules, 2014.
- (ii) Disclosure of interest in Form MBP-1 pursuant to Section 184(1) of the Companies Act 2013 read with Rule 9(1) of the Companies (Meeting of the Board and its Powers) Rules, 2014
- (iii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014 to the effect that she is not disqualified under Section 164(2) of the Act.
- (iv) A declaration to the effect that she meets the criteria of Independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.
- (v) Confirmation that she is not debarred from any regulators from being re-appointed as an Independent Director.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto and Regulation 25(2A) of the Listing Regulations, appointment of an Independent Director requires approval of Members by way of a Special Resolution.

Additional information in respect of Mrs. Rupal Anand Vora, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by ICSI, are provided as follows:

Name	Rupal Anand Vora
DIN	07096253
Date of Birth	June 24, 1963
Age	62
Nationality	Indian
Date of Appointment / Reappointment	Effective from April 01, 2026
Tenure on Board	3 years
Category / Designation	Non-Executive Independent Director
Qualification	Bachelor's degree in commerce from Sydenham College of Commerce and Economics, University of Bombay, followed by a Bachelor's degree in law from Government Law College, University of Bombay
Nature of Expertise in Specific Functional Area / Skills Possessed	Mrs. Rupal Anand Vora has a vast experience in strategic finance, legal, regulatory, and risk management and which matches the skills and capabilities required for the role of the Independent Director.
Brief Resume	<p>Mrs. Rupal Anand Vora is a seasoned legal professional with over 25 years of experience, currently spearheading strategic finance, legal, regulatory, and risk management initiatives as a Director across multiple listed, unlisted, and private limited companies in Mumbai. She specializes in direct tax advisory and financial planning for a wide spectrum of entities, including corporates, partnership firms, trusts, and individuals.</p> <p>Mrs. Vora is an alumna of the University of Mumbai, holding a Bachelor's degree in Accounting and Finance from Sydenham College and an LLB. from Government Law College. She is a certified Independent Director from the Indian Institute of Corporate Affairs (IICA) and</p>

	is a member of the Bar Council of Maharashtra & Goa as well as the Income Tax Appellate Tribunal Bar Association.	
Disclosure of relationships between directors inter-se	She does not have any Direct / Indirect relationships with any other Directors on our Board.	
List of directorship held in other listed Companies	5	
Number of Board Meetings attended during the financial year 2025-26	5	
List of Chairmanship and Membership of Various committees in listed companies	GEECEE VENTURES LIMITED	
	Audit Committee	Member
	Nomination and Remuneration Committee	Chairperson
	Corporate Social Responsibility Committee	Chairperson
	AARTI PHARMALABS LIMITED	
	Stakeholders Relationship Committee	Member
	WALCHANDNAGAR INDUSTRIES LIMITED	
	Corporate Social Responsibility Committee	Chairperson
	Stakeholders Relationship Committee	Chairperson
	Nomination and Remuneration Committee	Member
	Audit Committee	Member
	WINRO COMMERCIAL (INDIA) LTD	
	Audit Committee	Chairperson
	Nomination and Remuneration Committee	Chairperson
	Risk Management Committee	Member

	<p>SARASWATI COMMERCIAL (INDIA) LTD</p> <table border="1"> <tr> <td>Audit Committee</td> <td>Chairperson</td> </tr> <tr> <td>IT Strategy Committee</td> <td>Chairperson</td> </tr> <tr> <td>Nomination and remuneration committee</td> <td>Member</td> </tr> <tr> <td>Stakeholders Relationship Committee</td> <td>Member</td> </tr> <tr> <td>Risk Management Committee</td> <td>Member</td> </tr> <tr> <td>Corporate Social Responsibility Committee</td> <td>Member</td> </tr> <tr> <td>Asset Liability Management Committee</td> <td>Member</td> </tr> </table>	Audit Committee	Chairperson	IT Strategy Committee	Chairperson	Nomination and remuneration committee	Member	Stakeholders Relationship Committee	Member	Risk Management Committee	Member	Corporate Social Responsibility Committee	Member	Asset Liability Management Committee	Member
Audit Committee	Chairperson														
IT Strategy Committee	Chairperson														
Nomination and remuneration committee	Member														
Stakeholders Relationship Committee	Member														
Risk Management Committee	Member														
Corporate Social Responsibility Committee	Member														
Asset Liability Management Committee	Member														
Listed entities from which the Director has resigned/completion of term in the past three years	Bombay Cycle and Motor Agency Limited – August 09, 2024														
Terms and Conditions of Appointment / Re-appointment	Re-Appointment as an Independent Director for period of three (3) years w.e.f. April 01, 2026														
Shareholding	Nil														
Last Drawn Remuneration/ Remuneration sought to be paid	<p>Mrs. Vora is paid Sitting Fees as per the approved Nomination and Remuneration Policy, a copy of which is available on the website of the Company at https://www.sanathan.com/investor-relations</p> <p>The sitting fees payable are ₹1,00,000 per Board Meeting and ₹25,000 per Committee Meeting, as approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.</p> <p>Further, there is no change in the remuneration sought to be paid.</p>														
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19.	As per the disclosure received from the Independent Director and based on the preliminary search conducted by the Company, the Independent Director is not debarred from														

	holding the office by virtue of any SEBI Order or any other authority.
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None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mrs. Rupal Anand Vora, being the appointee, is concerned or interested in the Resolution mentioned at Item No. 1 of the Notice.

Item No. 2

To extend the benefits of Employee Stock Option – ESOP 2021 (“ESOP 2021”/ “Scheme”) to employees of Subsidiary Company(ies)

The Company adopted and titled the ESOP Scheme as “Sanathan Textiles Limited – Employee Stock Option Plan Scheme – 2021” (ESOP) which was approved by the Board of Directors in their meeting held on November 22, 2021 and by the Shareholders in their meeting on November 25, 2021, prior to the listing of the Equity Shares (IPO) of the Company on both the Stock Exchanges.

On August 05, 2022 at the Annual General meeting of the Company the Shareholders passed a separate resolution approving grant of options to employees of subsidiary companies under Sanathan Textiles Limited Employee Stock Option Plan- 2021 (“ESOP SCHEME”),

Further, in accordance with Regulation 12 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Shareholders of the Company subsequently ratified the Scheme by way of Postal Ballot on April 7, 2025 (after the date of listing).

Under Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 a Company needs to obtain Shareholders approval if the Board directly or through its Committee would want to grant Options to employees of Subsidiary Company. Your Company in compliance with the requirement and had obtained Shareholders approval in the Annual General Meeting dated August 05, 2022, for grant of options to employees of Subsidiary Company. Further, as the Company had ratified the Pre-IPO Scheme in line with the requirement mentioned in Regulation 12 on April 07, 2025, the Company would also like to ratify the approval by the new set of Shareholders (post-listing) for grant of options to employees of its subsidiary company(ies). This approval shall be considered not only to ratify the existing options granted, but the approval also bestows the right on the Board and / or Committee to issue new options to employees of the Subsidiary Company (ies), in present or in future.

Hence , in order to ensure strict compliance with the provisions of Regulation 6 of the SBEB & SE Regulations and to regularize the position, the Board of Directors on Friday, April 24,

2026 approved the placing of this resolution before the Members for ratifying the Approval and the options granted to employees of the Subsidiary Company.

The disclosures as required under Part C of Schedule – I of these SBEB & SE Regulations are as follows:

Sr. No.	Particulars	Details
a.	Brief Description of the Scheme	Sanathan Textiles Limited – Employee Stock Option Plan – 2021 is the ESOP Scheme under which the Company may grant options to employees of the Company and / or its Subsidiary Company (ies).
b.	the total number of options, SARs, shares or benefits, as the case may be, to be offered and granted	The total number of options under the ESOP Scheme is 8,00,000 (Eight Lakh) Options. However, as of date, the Committee has granted 3,22,000 options, of which 2,10,690 options remain valid and outstanding as on the date of this notice.
c.	Identification of classes of employees entitled to participate and be beneficiaries in the scheme	The definition of ‘Employee’ shall be construed to be as mentioned in Regulation 2 (1) (i) of SBEB & SE Regulations.
d.	Requirements of vesting and period of vesting	<p>Excerpt from the ESOP Scheme:</p> <p><i>(i) The Options Granted under ESOP 2021 would Vest not earlier than one year from the date of Grant of such Options in accordance with the SEBI Regulations subject to the maximum Vesting Period of up to 10 years. Vesting of Options would be a function of continued employment with the Company (passage of time) and achievement of performance criteria as specified by the Compensation Committee as communicated on Grant of Options. The specific Vesting schedule and conditions, if any, subject to which Vesting would take place would be outlined in the Letter of Grant given to the Grantee at the time of the Grant of Options.</i></p> <p><i>(ii) Notwithstanding the above, the Compensation Committee may (i) not Vest any of the Options already Granted or (ii) Vest such lesser number of Options than as already Granted, in the event it is found that the Grantee has not satisfied any Vesting Condition or has</i></p>

		<i>not performed upto the expectations or has not been regularly attending the office for a substantial period of time without any valid reason or authority or has been put on a modified employment arrangement such as part-time working, reassignment to lower accountability, sabbatical, leave without pay, or is found to be guilty of fraud or misconduct or has violated the Company policies/terms of employment or such other circumstances as the Compensation Committee may in its absolute discretion decide.</i>
e.	The maximum period within which the options shall be vested	The ESOPs granted shall vest no later than 10 (Ten) years from the date of grant of such ESOPs.
f.	Exercise price, purchase price or pricing formula	The Compensation Committee ensures a fair and transparent process to determine price and to avoid an unfair advantage to the employees over other investors/stakeholders. The Compensation Committee will always ensure that the closing market price as on the date of grant on the designated stock exchange shall be considered as the Exercise Price. For the current 2,10,690 options that are valid, their exercise price stands at Rs.426.15 per share.
g.	Exercise period/ offer period and process of exercise/ acceptance of offer	As per Annexure-A below.
h.	The appraisal process for determining the eligibility of employees for the scheme	Excerpt from the ESOP Scheme: <i>Appraisal process for determining the eligibility of the employees will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time.</i>
i.	Maximum number of options, shares, to be offered and issued per employee and in aggregate, if any	The maximum number of Options under Scheme that may be granted to each Employee per Grant and in aggregate, shall not exceed the total pool size.

j.	Maximum quantum of benefits to be provided per employee under a scheme	There is no maximum quantum of benefits per Employee except the total number of ESOPs that can be granted pursuant to the Scheme as stated in para (i) above.
k.	Whether the Scheme is to be implemented and administered directly by the Company or through a trust	The Scheme shall be implemented and administered directly by the Company.
l.	Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both	New issue of shares by the Company
m.	The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilisation, Repayment terms, etc.	NA
n.	Maximum percentage of secondary acquisition that can be made by the Trust for the purposes of the Scheme	NA
o.	A statement to the effect that the company shall conform to the accounting policies specified in regulation 15 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	The Company shall follow the requirements including the disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time.
p.	The method which the Company shall use to value its options	The Company shall adopt 'fair value method' for valuation of ESOPs or any other method as prescribed in the accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q.	Lock-in period, if any	The Compensation Committee may specify Lock-in Period, if any, as it deems appropriate and shall specify the same in Letter of Grant while granting Options in respect of the Shares, which may be issued and allotted on Exercise of such Options Granted pursuant to this ESOP 2021.
r.	Terms & conditions for buyback, if any, of specified securities covered under these regulations	The procedure for buy-back of specified securities issued under the SEBI SBEB Regulations, if to be undertaken at any time by the Company, and the applicable terms and conditions, including: (i) permissible sources of financing for buy-back; (ii) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and (iii) limits upon quantum of specified securities that the company may buy-back in a financial year.

Annexure-A

Exercise Period

a. Exercise Period while in employment:

The Options Granted to a Grantee shall be capable of being Exercised in part or full within a period of two years from the date of Vesting of the respective Options or such other period as may be determined by the Compensation Committee from time to time. The Options cancelled or lapsed or surrendered without being exercised will be available for further Grant under ESOP 2021.

b. Exercise Period in case of separation from employment:

Exercisability of the Vested Options shall be as under:

Sr. No.	Events of Separation	Details
1.	In case of death	In the event of the death of a Grantee while in employment with the Company (including its Holding or Subsidiary Company as the case may be), all the Unvested Options granted to him shall Vest in his nominee(s)/legal

		<p>heir(s)/successor(s) on the date of death. All the Options (including those which Vest upon the death of the Grantee) shall be Exercised by the nominee(s)/legal heir(s)/successor(s) of the Grantee within two years from the date of death of the Grantee (subject to the last date of Exercise not exceeding two years from the date of each Vesting of Options), failing which Options not exercised shall lapse. The mode of nominating any person as a nominee would be prescribed by the Compensation Committee.</p> <p>In case of the death of any Grantee who has not nominated any person(s), the Options Granted shall be Exercisable by the legal heir(s)/successor(s) of such Grantee, provided however that the legal heir(s)/successor(s) shall be required to produce/furnish to the Company all such documents/indemnities as may be required by the Company to prove the succession to the assets of the deceased Grantee</p>
2.	In case of Permanent Disability	<p>In the event of separation of a Grantee due to reasons of Permanent Disability, all the Unvested Options Granted to him shall Vest in him immediately on the date of such Permanent Disability. All the Options (including those which Vest upon the Permanent Disability of the Grantee) shall be Exercised by him within two years from the date of separation on account of such Permanent Disability (subject to the last date of Exercise not exceeding two years from the date of each Vesting of Options), failing which Options not exercised shall lapse.</p>
3.	In the case of retirement	<p>In the event of separation from employment for reasons of normal retirement or a Retirement specifically approved by the Company:</p> <p>In case of Unvested Options: All Unvested Options, which are, in terms of the applicable Vesting Schedule, scheduled for</p>

		<p>Vesting within 12 months from the date of Retirement of the Grantee will Vest on the due dates as per applicable Vesting Schedule outlined in the Grant Letter and the balance Unvested Options will lapse on the date of Retirement, unless otherwise determined by the Compensation Committee whose determination shall be final and binding.</p> <p>After the date of Retirement, all Vested Options shall be exercisable by the Grantee within six months from the date of Retirement, subject to the last date of Exercise not exceeding two years from the date of each Vesting of Options.</p>
4.	In the case of resignation	<p>In the event of resignation, all Unvested Options, on the date of submission of resignation to the company, shall expire and stand terminated with effect from that date. However, all Vested Options as on such date shall be exercisable by the Grantee within three months of his last working day with the Company, subject to the last date of Exercise not exceeding two years from the date of each Vesting of Option.</p>
5.	In the case of abandonment of employment	<p>In the event of abandonment of employment by a Grantee without the Company's consent, all Options granted to such Grantee, including the Vested Options, which were not exercised prior to the abandonment of employment, shall stand terminated with immediate effect.</p> <p>The Compensation Committee, at its sole discretion shall decide the date of abandonment of employment by an Employee and such decision shall be final and binding on all concerned.</p>
6.	In case of transfer or deputation to any other entity	<p>In the event a Grantee is transferred or deputed by the Company to any other entity (and provided that, during the relevant Vesting Period, the Grantee continues to be in employment with any entity subsequent to the transfer from the Company), the treatment of all Vested and</p>

		Unvested Options, may be as determined by the Compensation Committee whose determination shall be final and binding. The Compensation Committee may also decide on the acceleration of vesting of those Options subject to minimum of One year from the date of Grant of those Options.
7.	In case of breach of Company policies or terms of employment	In the event of termination of the employment of a Grantee due to breach of Company policies/terms of employment, all Options Granted to such Grantee, including the Vested Options which were not Exercised prior to such breach, shall stand terminated with immediate effect. The date of such breach shall be determined by the Compensation Committee, and its decision on this issue shall be final and binding on all concerned.

c. Process of Exercise

The Grantee may, at any time during the Exercise Period, and subject to fulfilment of conditions of the Grant and Vesting, as applicable, Exercise the Options by submitting Exercise Application to the Company, for issuance and allotment of Shares pursuant to the Vested Options, accompanied with the:

- i) payment of an amount equivalent to the Option Exercise Price in respect of such Shares; and/or
- ii) such other documentation as the Compensation Committee may specify to confirm extinguishment of the rights comprising in the Options then Exercised, subject to Applicable Law.

The Exercise Application shall be in such form as may be prescribed in this regard by the Compensation Committee and the Compensation Committee may determine the procedure for such Exercise from time to time.

d. Exercise Period

The Options Granted to a Grantee shall be capable of being Exercised in part or full within a period of two years from the date of Vesting of the respective Options or such other period as may be determined by the Compensation Committee from time to time. The Options cancelled or lapsed or surrendered without being exercised will be available for further Grant under ESOP 2021.

A copy of the Scheme is available for inspection at the Company's registered office and corporate office, during official hours on all working days. Also, Members seeking to inspect the same can send an email to investors@sanathan.com. The Scheme is also available at the website of the Company at www.sanathan.com

None of the Directors or Key Managerial Personnel (as defined under the Act) or Senior Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to the extent that the employee stock options that are or may be granted to any of them pursuant to the Scheme.

The Board thereby recommends passing of the resolutions as set out in this notice for approval of the Members as a Special Resolution.