LE MERITE EXPORTS LIMITED
(CIN: L17111MH2003PLC143645)
Registered Office: A-307, Boomerang, Chandivali Farm Road, Powai, Andheri (East), Mumbai 400 072, Maharashtra
Tel: +91 22 45963506, Website: www.lemeriteexports.com
E-mail: compliance@lemeriteexports.com

NOTICE

Notice is hereby given that the Twenty-Third Annual General Meeting of the Members of LE MERITE EXPORTS LIMITED (CIN - L17111MH2003PLC143645) will be held on Wednesday, September 30, 2026, at 1.00 p.m., through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt
   a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the reports of the Board and Auditors thereon.
   b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon.

2. To consider a director in place of Mr. Umashankar Lath, Chairman and Managing Director (DIN: 05135035), who retires by rotation and being eligible, offers himself for re-appointment:

   Explanation: Based on the terms of appointment, Executive Directors and the Non-Executive Directors (other than Independent Directors) are subject to retirement by rotation. Mr. Umashankar Lath who has been on the Board of the Company and whose office is liable to retire at this AGM, being eligible, seeks re-appointment. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment.

   Therefore, the shareholders are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Umashankar Lath, Chairman and Managing Director (DIN: 05135035), who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation."

SPECIAL BUSINESS:

3. To consider and if thought fit, to approve re-appointment of Mr. Abhishek Lath (DIN: 00331675) as Managing Director and CFO of the company and in this regard, to pass with or without modifications, the following resolution as **special resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, 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) ("Act") and Securities and Exchange Board of India (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 subject to such other consents, permissions, approvals as may be necessary and in accordance with the Articles of Association of the Company and based upon the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Abhishek Lath (DIN: 00331675) as Managing Director and CFO, for a further period of 5 (Five) years, with effect from October 31, 2026 on the terms and conditions of re-appointment as mentioned in this resolution and the explanatory statement annexed hereto and at remuneration not exceeding Rs. 66,00,000 (Rupees Sixty-Six Lakhs Only) per annum including salary, allowances, perquisites and other benefits etc. plus any increment in remuneration by way of bonus/ incentive/ performance linked incentive, if any, payable to Mr. Abhishek Lath with a liberty to the Board to revise the remuneration without approval of Shareholders within the prescribed ceiling limit of Schedule V and other applicable provisions of the Act.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act, 2013, the Board be and is hereby severally authorized to vary and alter the terms of appointment including salary, commission, allowances, perquisites and other benefits etc. payable to Mr. Abhishek Lath within such prescribed limits or ceiling and as agreed by and between the Company and Mr. Abhishek Lath as per the applicable provisions of the Act.

RESOLVED FURTHER THAT Mr. Abhishek Lath shall be liable to retire by rotation during his tenure as the Managing Director and CFO of the Company, subject to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, and to take such actions/ decisions in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

4. To consider and if thought fit, to approve re-appointment of Mr. Umashankar Lath (DIN: 05135035) as Managing Director and Chairman of the Company and in this regard, to pass with or without modifications, the following resolution as **special resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals as may be required, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Umashankar Lath (DIN: 05135035) as the Managing Director and Chairman of the Company for a further period of 5 (Five) years commencing from October 31, 2026, as well as remuneration not exceeding Rs. 45,00,000/- (Rupees Forty-Five Lakh Only) per annum having such composition and perquisites as may be decided by the Board of Directors of the Company (hereinafter referred to as "the Board") and acceptable Mr. Umashankar Lath.

RESOLVED FURTHER THAT pursuant to Section 196(3)(a) of the Companies Act, 2013 and Regulation 17(1A) of the SEBI LODR Regulations, the consent of the Members be and is hereby accorded for the continuation and re-appointment of Mr. Umashankar Lath as Managing Director and Chairman of the Company, notwithstanding that he has attained the age of seventy years, for the aforesaid term, on the terms and conditions set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to alter or vary the terms and conditions of the said reappointment and/or remuneration in such manner as may be agreed to between the Board and Mr. Umashankar Lath subject to the same not exceeding the limits specified under the Companies Act, 2013 or as may be prescribed by the Central Government from time to time.

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

5. To consider and if thought fit, to approve re-appointment of Mrs. Sweta Lath (DIN: 07213314) as Executive Director of the company and in this regard, to pass with or without modifications, the following resolution as **special resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals as may be required, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mrs. Sweta Lath (DIN: 07213314) as the Executive Director of the Company for a further period of 5 (Five) years commencing from October 31, 2026, as well as remuneration not exceeding Rs. 42,00,000/- (Rupees Forty-Two Lakh Only) per annum having such composition and perquisites as may be decided by the Board of Directors of the Company (hereinafter referred to as "the Board") and acceptable Mrs. Sweta Lath (DIN: 07213314).

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to alter or vary the terms and conditions of the said reappointment and/or remuneration in such manner as may be agreed to between the Board and Mrs. Sweta Lath subject to the same not exceeding the limits specified under the Companies Act, 2013 or as may be prescribed by the Central Government from time to time.

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

6. To consider and if thought fit, to approve re-appointment of Mr. Jaydeep Purujit Mehta (DIN: 06952808) as non-executive Independent Director of the company and in this regard, to pass with or without modifications, the following resolution as **special resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150,152, and 160 read with Schedule IV and Companies (Appointment and Qualifications of Directors) Rules, 2014, the provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("SEBI LODR") and other applicable laws, including any statutory modification or re-enactment thereof from time to time, Mr. Jaydeep Purujit Mehta (DIN: 06952808) who was appointed as an Independent Director of the Company in the Extra Ordinary General Meeting held on January 25, 2022 and who hold office until December 16, 2026 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying intention to propose Mr. Jaydeep Purujit Mehta for re-appointment for the office of Independent Director of the Company and as recommended by the Nomination and Remuneration committee of the Board, approval of the shareholders be and is hereby accorded to re-appoint Mr. Jaydeep Purujit Mehta as an Independent Director of the Company, not liable to retire by rotation, to hold office for second term of five consecutive years up to December 16, 2031.

RESOLVED FURTHER THAT Mr. Jaydeep Purujit Mehta shall not be considered as a director liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company including any Committee thereof be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as may be deemed necessary, file requisite forms or applications with statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise, in this regard, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things and take such steps and actions as may be considered necessary, and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Company Secretary of the Company, to give effect and to implement this Resolution."

7. To consider and if thought fit, to approve re-appointment of Mr. Narendra Kumar Srivastava (DIN: 09439120) as Non-executive Independent Director of the company and in this regard, to pass with or without modifications, the following resolution as **special resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150,152, and 160 read with Schedule IV and Companies (Appointment and Qualifications of Directors) Rules, 2014, the provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("SEBI LODR") and other applicable laws, including any statutory modification or re-enactment thereof from time to time, Mr. Narendra Kumar Srivastava (DIN: 09439120) who was appointed as an Independent Director of the Company in the Extra Ordinary General Meeting held on January 25, 2022 and who hold office until December 16, 2026 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying intention to propose Mr. Narendra Kumar Srivastava for re-appointment for the office of Independent Director of the Company and as recommended by the Nomination and Remuneration committee of the Board, approval of the shareholders be and is hereby accorded to re-appoint Mr. Narendra Kumar Srivastava as an Independent Director of the Company, not liable to retire by rotation, to hold office for second term of five consecutive years up to December 16, 2031.

RESOLVED FURTHER THAT Mr. Narendra Kumar Srivastava shall not be considered as a director liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company including any Committee thereof be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as may be deemed necessary, file requisite forms or applications with statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise, in this regard, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things and take such steps and actions as may be considered necessary, and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Company Secretary of the Company, to give effect and to implement this Resolution."

8. To consider and if thought fit, to approve appointment of Ms. Kusum Naruka (DIN: 10679553) as Non-executive Independent Director of the company and in this regard, to pass with or without modifications, the following resolution as **special resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Kusum Naruka (DIN: 10679553), who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from August 14, 2026 and who holds office up to the date of this General Meeting, be and is hereby appointed as a Non-Executive Independent

Director of the Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years commencing from August 14, 2026 to August 13, 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company including any Committee thereof be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as may be deemed necessary, file requisite forms or applications with statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise, in this regard, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things and take such steps and actions as may be considered necessary, and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Company Secretary of the Company, to give effect and to implement this Resolution."

By the Order of the Board

Sd/-
Arpit Sharma
Company Secretary and Compliance Officer

Date: September 8, 2026
Place: Mumbai

Registered Office Address:
Le Merite Exports Limited
A-307, Boomerang Building,
Chandivali Farm Road, Powai,
Andheri (East), Mumbai – 400072.

Notes

1. The Ministry of Corporate Affairs ('MCA') vide its General Circulars No. 20/2020 dated May 5, 2020, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and the latest being 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars'), permitted for conducting the Annual General Meeting ('AGM') of Companies till further order through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') viz. without the physical presence of the Members at a common venue and the Securities and Exchange Board of India ('SEBI') circulars has also granted certain relaxations to the listed companies regarding such AGMs in terms of Regulations 36 and 44(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In compliance with the provisions of the Companies Act, 2013, ('the Act'), MCA Circulars and Listing Regulations as aforesaid, the 23rd AGM of the Company is being held through VC/OAVM.

2. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Integrated Annual Report for FY 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories".

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 be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.

4. Institutional shareholders/corporate shareholders (i.e., other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to Mr. Sunnykumar Narwani sunny@pcsvta.com with a copy marked to ivote@bigshareonline.com Institutional shareholders (i.e., other than individuals, HUFs, NRIs 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.

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 facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

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

7. 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 the Circulars issued by the Ministry of Corporate Affairs dated 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 Bigshare Services Private Limited for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by Bigshare Services Private Limited.

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.lemeriteexports.com The Notice can also be accessed from the websites of the Stock Exchange National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of Bigshare Services Private Limited (agency for providing the Remote e-Voting facility) i.e., www.ivote.bigshareonline.com

9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

10. A statement giving relevant details of the director seeking appointment/reappointment under item No. 2 to 8 of the accompanying notice, as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed herewith as Annexure – A

11. The Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2026, to September 30, 2026 (both days inclusive).

12. The Company has appointed CS Sunnykumar Narwani, Practising Company Secretary Designated Partner of M/s VTSN and Associates LLP (Membership No. ACS: 38196; CP No: 27211) as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.

13. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@lemeriteexports.com on or before September 23, 2026 by 05:00 PM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

14. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and shall be communicated to the stock exchange as well within two (02) days of passing of the resolutions at the AGM of the Company

THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:

i. The voting period begins on September 27, 2026, at 09:00 a.m. (IST) and ends on September 29, 2026, at 05:00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

   Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

   In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account**

holders, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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 **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website 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 i.e. **BIGSHARE**, 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

	https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 3) 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 name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) 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 with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	**Helpdesk details**
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.
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 022-48867000.

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com

- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.

- Please enter you '**USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

  Note *If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.
  NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.

  NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.

  (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
    - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
    - Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".
      Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)
    - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	**Helpdesk details**
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

4. **Procedure for joining the AGM/EGM through VC/ OAVM**:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK"** option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.

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

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

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

By the Order of the Board

Sd/-

Arpit Sharma
Company Secretary and Compliance Officer

Date: September 8, 2026
Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OFTHE COMPANIES ACT, 2013.

ITEM NO. 3

Mr. Abhishek Lath (DIN: 00331675) was appointed as the Managing Director and Chief Financial Officer of the Company for a period of 5 (Five) years commencing from November 01, 2021 and ending on October 30, 2026, as the present term of office is due to expire on October 30, 2026, the Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on September 08, 2026, after Considering his valuable contribution, experience, knowledge of the business and continued involvement in the management and affairs of the Company, approved his re-appointment as Managing Director and CFO for a further period of Five (5) years commencing from October 31, 2026 and ending on October 30, 2031, subject to the approval of the Members.

The Board is of the opinion that his continued association with the Company as Managing Director and Chief Financial Officer will be beneficial to the Company and will contribute towards its continued growth and development.

Accordingly, the Board has recommended the re-appointment of Mr. Abhishek Lath for a further period of five years on the terms and conditions set out below.

Terms and Conditions of Re-appointment

Particulars	**Details**
Name of the Appointee:	Mr. Abhishek Lath
DIN:	00331675
Designation:	Managing Director and Chief Financial Officer
Existing Term:	1st November, 2021 to 30th October, 2026
Proposed Term:	31st October, 2026 to 30th October, 2031
Period of Re-appointment:	5 (Five) years
Remuneration:	Not exceeding Rs. 66,00,000/- per annum (Salary, allowances, perquisites and other benefits, as may be determined by the Board from time to time)

The aggregate remuneration payable to Mr. Abhishek Lath shall not exceed Rs. 66,00,000/- (Rupees Sixty-Six Lakh Only) per annum, with the exact composition of salary, allowances, perquisites and other benefits to be determined by the Board from time to time, subject to the overall limit approved by the Members and the applicable provisions of the Companies Act, 2013 and Schedule V thereto.

Mr. Abhishek Lath, Mr. Umashankar Lath and Mrs. Sweta Lath are Executive Directors belonging to the Promoter/Promoter Group of the Company. Pursuant to Regulation 17(6)(e)(ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, payment of aggregate annual remuneration to such Directors exceeding five per cent of the net profits of the Company, calculated in accordance with Section 198 of the Companies Act, 2013, requires approval of the Members by way of a Special Resolution.

The proposed annual remuneration ceilings for Mr. Abhishek Lath, Mr. Umashankar Lath and Mrs. Sweta Lath are ₹66,00,000, ₹45,00,000 and ₹42,00,000, respectively, aggregating to ₹1,53,00,000 per annum. Considering their experience, responsibilities and contribution to the Company, the Board recommends approval of the proposed remuneration, notwithstanding that the aggregate annual remuneration payable to them may exceed the aforesaid five per cent limit in any financial year during their respective proposed terms.

Accordingly, approval of the Members is sought under Regulation 17(6)(e)(ii), in addition to the applicable provisions of the Companies Act, 2013, for payment of remuneration within the respective ceilings specified in the resolutions. Such approval shall remain valid until the expiry of their respective approved terms.

Brief Profile and Qualifications

Mr. Abhishek Lath has been associated with the Company in a leadership capacity and has been involved in the overall management and affairs of the Company, including its financial and strategic matters.

Mr. Abhishek Lath satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) and also the conditions as set out under sub-section (3) of section 196 of the Companies Act, 2013 for being eligible for reappointment.

The Company has received his consent to act as Managing Director and disclosure for non disqualification/ debarment by any Statutory Authority. The brief resume of Mr. Abhishek Lath, Managing Director and CFO, nature of his expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure A. The Board of Directors accordingly recommends the Special Resolution as mentioned at item no. 3 of this Notice for approval of the Members of the Company

He possesses the requisite knowledge, experience, skills and expertise necessary for discharging the functions and responsibilities of the Managing Director and Chief Financial Officer of the Company.

The following additional detailed information as per Section II of Schedule V is as follows:

S. No	General Information	
1	Nature of Industry	The Company is engaged in the business of textile manufacturing, processing, export and allied activities and such other businesses as may be permitted under its Memorandum of Association.
2	Date or expected date of commencement of commercial production	Not Applicable, as the Company is an existing operating company.

3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions	Not Applicable.
4	Financial performance of the Company based on given indicators	Company reported Revenue from Operations of INR 35,747.09 lakhs as against INR 51,840.41 lakhs in FY25, reflecting a decline of 31.04%. Total Income stood at INR 36,756.12 lakhs compared to INR 52,573.29 lakhs in FY25, registering a decrease of 30.09%. Despite the reduction in revenue, the Company maintained a strong focus on cost optimization and operational efficiency. Total Expenses decreased by 31.92% to INR 35,262.46 lakhs in FY26 from INR 51,792.59 lakhs in FY25. As a result, Profit Before Tax increased substantially by 91.32% to INR 1,493.66 lakhs from INR 780.70 lakhs in the previous year. Profit After Tax for FY26 stood at INR 1,156.25 lakhs as against INR 622.73 lakhs in FY25, representing a growth of 85.68%. Total Comprehensive Income also increased significantly to INR 1,158.13 lakhs from INR 619.81 lakhs in FY25, registering a growth of 86.85%.
5	Foreign investments or collaborations, if any	Nil
6	Background details	Mr. Abhishek Lath has been associated with the Company as Managing Director and Chief Financial Officer since 1st November, 2021 and has been involved in the management and administration of the Company and its financial and strategic functions.
7	Past remuneration	FY 2025-26: Nil FY 2024-25: Rs. 2,75,000/- per month.
8	Recognition or awards	-
9	Job profile and his suitability	Mr. Abhishek Lath, in his capacity as Managing Director and Chief Financial Officer, shall be responsible for overseeing the overall management and financial affairs of the Company and shall perform such duties and exercise such powers as may be entrusted to him by the Board of Directors from time to time. Considering his experience, knowledge of the Company's business, leadership capabilities and contribution to the Company's affairs, the Board

		considers him suitable for the proposed re-appointment.
10	Remuneration proposed	The proposed remuneration shall not exceed Rs. 66,00,000/- (Rupees Sixty-Six Lakh Only) per annum, comprising salary, allowances, perquisites and other benefits as may be determined by the Board from time to time, subject to the overall limit approved by the Members and applicable provisions of law.
11	Comparative remuneration profile	The proposed remuneration is considered reasonable and commensurate with the size of the Company, the nature and extent of its operations, the responsibilities entrusted to the appointee and the remuneration prevailing for managerial personnel having similar responsibilities.
12	Pecuniary relationship with the Company	Except for the remuneration proposed to be received by him in his capacity as Managing Director and Chief Financial Officer and his shareholding in the Company, Mr. Abhishek Lath has no other pecuniary relationship with the Company.
13	Other information: a. Reasons of loss or inadequate profits b. Steps taken or proposed to be taken for improvement c. Expected increase in productivity and profits in measurable terms	Not Applicable

Except Mr. Umashankar Lath (Father), Mrs. Sweta Lath (Wife) and Mr. Abhishek Lath to whom the resolution relates and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends passing of the special resolution as set out in Item no. 3 of this Notice, for approval by the Members of the Company.

ITEM NO. 4

Mr. Umashankar Lath (DIN: 05135035) was appointed as the Managing Director and Chairman of the Company for a period of 5 (Five) years commencing from November 01, 2021 and ending on October 30, 2026, as the present term of office is due to expire on October 30, 2026, the Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on September 08, 2026, after Considering his valuable contribution, experience, knowledge of the business and continued involvement in the management and affairs of the Company, approved his re-appointment as Managing Director and Chairman for a further period of Five (5) years commencing from October 31, 2026 and ending on October 30, 2031, subject to the approval of the Members.

Mr. Umashankar Lath has been associated with the management of the Company and has played an important role in providing strategic direction and guidance to the Company. Considering his experience, knowledge of the business and continued contribution to the Company's growth and development, the Board considers his continued association to be in the best interests of the Company.

Mr. Umashankar Lath has attained the age of seventy years. Accordingly, the proposed continuation and re-appointment is subject to the approval of the Members by way of a Special Resolution, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI LODR Regulations.

The principal terms and conditions of the proposed re-appointment are as follows:

Terms and Conditions of Re-appointment

Particulars	**Details**
Name of the Appointee:	Mr. Umashankar Lath
DIN:	05135035
Designation:	Managing Director and Chairman
Existing Term:	1st November, 2021 to 30th October, 2026
Proposed Term:	31st October, 2026 to 30th October, 2031
Period of Re-appointment:	5 (Five) years
Remuneration:	Not exceeding Rs. 45,00,000/- per annum (Salary, allowances, perquisites and other benefits, as may be determined by the Board from time to time)

The proposed remuneration of Rs. 45,00,000/- (Rupees Forty-Five Lakh Only) per annum, all-inclusive, shall comprise such salary, allowances, perquisites and other benefits as may be determined by the Board from time to time, subject to the overall limit approved by the Members and applicable provisions of law.

Mr. Abhishek Lath, Mr. Umashankar Lath and Mrs. Sweta Lath are Executive Directors belonging to the Promoter/Promoter Group of the Company. Pursuant to Regulation 17(6)(e)(ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, payment of aggregate annual remuneration to such Directors exceeding five per cent of the net profits of the Company, calculated in accordance with Section 198 of the Companies Act, 2013, requires approval of the Members by way of a Special Resolution.

The proposed annual remuneration ceilings for Mr. Abhishek Lath, Mr. Umashankar Lath and Mrs. Sweta Lath are ₹66,00,000, ₹45,00,000 and ₹42,00,000, respectively, aggregating to ₹1,53,00,000 per annum. Considering their experience, responsibilities and contribution to the Company, the Board recommends approval of the proposed remuneration, notwithstanding that the aggregate annual remuneration payable to them may exceed the aforesaid five per cent limit in any financial year during their respective proposed terms.

Accordingly, approval of the Members is sought under Regulation 17(6)(e)(ii), in addition to the applicable provisions of the Companies Act, 2013, for payment of remuneration within the respective ceilings specified in the resolutions. Such approval shall remain valid until the expiry of their respective approved terms.

Brief Profile and Suitability

Mr. Umashankar Lath has substantial experience in the management and affairs of the Company and has been associated with the Company in a leadership capacity. During his tenure, he has been involved in providing strategic direction, business guidance and leadership to the Company. His experience and understanding of the Company's business and operations are considered valuable for the Company's continued growth and development.

Mr. Umashankar Lath satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) and also the conditions as set out under sub-section (3) of section 196 of the Companies Act, 2013 for being eligible for reappointment.

The Company has received his consent to act as Managing Director and disclosure for non disqualification/ debarment by any Statutory Authority. The brief resume of Mr. Umashankar Lath, Managing Director and Chairman, nature of his expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure A. The Board of Directors accordingly recommends the Special Resolution as mentioned at item no. 4 of this Notice for approval of the Members of the Company

He possesses the requisite knowledge, experience, skills and expertise necessary for discharging the functions and responsibilities of the Managing Director of the Company.

The following additional detailed information as per Section II of Schedule V is as follows:

S. No	General Information	
1	Nature of Industry	The Company is engaged in the business of textile manufacturing, processing, export and allied activities and such other businesses as may be permitted under its Memorandum of Association.
2	Date or expected date of commencement of commercial production	Not Applicable, as the Company is an existing operating company.

3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions	Not Applicable.
4	Financial performance of the Company based on given indicators	Company reported Revenue from Operations of INR 35,747.09 lakhs as against INR 51,840.41 lakhs in FY25, reflecting a decline of 31.04%. Total Income stood at INR 36,756.12 lakhs compared to INR 52,573.29 lakhs in FY25, registering a decrease of 30.09%. Despite the reduction in revenue, the Company maintained a strong focus on cost optimization and operational efficiency. Total Expenses decreased by 31.92% to INR 35,262.46 lakhs in FY26 from INR 51,792.59 lakhs in FY25. As a result, Profit Before Tax increased substantially by 91.32% to INR 1,493.66 lakhs from INR 780.70 lakhs in the previous year. Profit After Tax for FY26 stood at INR 1,156.25 lakhs as against INR 622.73 lakhs in FY25, representing a growth of 85.68%. Total Comprehensive Income also increased significantly to INR 1,158.13 lakhs from INR 619.81 lakhs in FY25, registering a growth of 86.85%.
5	Foreign investments or collaborations, if any	Nil
6	Background details	Mr. Umashankar Lath has been associated with the Company as Managing Director and Chairman since 1st November, 2021 and has been actively involved in the management, strategic planning and overall affairs of the Company.
7	Past remuneration	FY 2025-26: Nil FY 2024-25: Rs. 1,87,500/- per month.
8	Recognition or awards	-
9	Job profile and his suitability	As Managing Director and Chairman, Mr. Umashankar Lath shall be responsible for providing strategic leadership and guidance and overseeing the overall management and affairs of the Company, subject to the superintendence, direction and control of the Board. Considering his experience, knowledge of the Company's business, leadership capabilities and contribution to the Company's growth and development, the Board considers him suitable for the proposed re-appointment.

10	Remuneration proposed	The proposed remuneration shall not exceed Rs. 45,00,000/- per annum, comprising salary, allowances, perquisites and other benefits as may be determined by the Board from time to time, subject to the overall limit approved by the Members and applicable provisions of law.
11	Comparative remuneration profile	The proposed remuneration is considered reasonable and commensurate with the size of the Company, the nature and extent of its operations, the responsibilities entrusted to the appointee and the remuneration prevailing for managerial personnel having similar responsibilities.
12	Pecuniary relationship with the Company	Except for the remuneration proposed to be received by him in his capacity as Managing Director and Chairman and his shareholding in the Company, Mr. Umashankar Lath has no other pecuniary relationship with the Company.
13	Other information: a. Reasons of loss or inadequate profits b. Steps taken or proposed to be taken for improvement c. Expected increase in productivity and profits in measurable terms	Not Applicable

Except Mr. Abhishek Lath (Son), Mrs. Sweta Lath (Daughter-in-law) and Mr. Umashankar Lath to whom the resolution relates and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends passing of the special resolution as set out in Item no. 4 of this Notice, for approval by the Members of the Company.

ITEM NO. 5

Mrs. Sweta Lath (DIN: 07213314) was appointed as the Executive Director of the Company for a period of 5 (Five) years commencing from November 01, 2021 and ending on October 30, 2026, as the present term of office is due to expire on October 30, 2026, the Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on September 08, 2026, after Considering her valuable contribution, experience, knowledge of the business and continued involvement in the management and affairs of the Company, approved her re-appointment as Executive Director for a further period of Five (5) years commencing from October 31, 2026 and ending on October 30, 2031, subject to the approval of the Members.

Mrs. Sweta Lath has been associated with the Company and has contributed to its management and operations. The Board is of the opinion that her continued association will be beneficial to the Company and will contribute towards its continued growth and development.

The principal terms and conditions of the proposed re-appointment are as follows:

Terms and Conditions of Re-appointment

Particulars	**Details**
Name of the Appointee:	Mrs. Sweta Lath
DIN:	07213314
Designation:	Executive Director
Existing Term:	1st November, 2021 to 30th October, 2026
Proposed Term:	31st October, 2026 to 30th October, 2031
Period of Re-appointment:	5 (Five) years
Remuneration:	Not exceeding Rs. 42,00,000/- per annum (Salary, allowances, perquisites and other benefits, as may be determined by the Board from time to time)

The proposed remuneration payable to Mrs. Sweta Lath shall not exceed Rs. 42,00,000/- (Rupees Forty-Two Lakh Only) per annum, comprising such salary, allowances, perquisites and other benefits as may be determined by the Board from time to time, subject to the overall limit approved by the Members and applicable provisions of law.

Mr. Abhishek Lath, Mr. Umashankar Lath and Mrs. Sweta Lath are Executive Directors belonging to the Promoter/Promoter Group of the Company. Pursuant to Regulation 17(6)(e)(ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, payment of aggregate annual remuneration to such Directors exceeding five per cent of the net profits of the Company, calculated in accordance with Section 198 of the Companies Act, 2013, requires approval of the Members by way of a Special Resolution.

The proposed annual remuneration ceilings for Mr. Abhishek Lath, Mr. Umashankar Lath and Mrs. Sweta Lath are ₹66,00,000, ₹45,00,000 and ₹42,00,000, respectively, aggregating to ₹1,53,00,000 per annum. Considering their experience, responsibilities and contribution to the Company, the Board recommends approval of the proposed remuneration, notwithstanding that the aggregate annual remuneration payable to them may exceed the aforesaid five per cent limit in any financial year during their respective proposed terms.

Accordingly, approval of the Members is sought under Regulation 17(6)(e)(ii), in addition to the applicable provisions of the Companies Act, 2013, for payment of remuneration within the respective ceilings specified in the resolutions. Such approval shall remain valid until the expiry of their respective approved terms.

Brief Profile and Suitability

Mrs. Sweta Lath has been associated with the Company and has experience in the management and affairs of the Company.

During her tenure as Executive Director, she has been involved in the Company's business and operations and has contributed to the overall functioning and development of the Company.

Considering her experience, knowledge of the Company's business and contribution to the Company's affairs, the Board considers her suitable for the proposed re-appointment as Executive Director.

The following additional detailed information as per Section II of Schedule V is as follows:

S. No	General Information	
1	Nature of Industry	The Company is engaged in the business of textile manufacturing, processing, export and allied activities and such other businesses as may be permitted under its Memorandum of Association.
2	Date or expected date of commencement of commercial production	Not Applicable, as the Company is an existing operating company.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions	Not Applicable.
4	Financial performance of the Company based on given indicators	Company reported Revenue from Operations of INR 35,747.09 lakhs as against INR 51,840.41 lakhs in FY25, reflecting a decline of 31.04%. Total Income stood at INR 36,756.12 lakhs compared to INR 52,573.29 lakhs in FY25, registering a decrease of 30.09%. Despite the reduction in revenue, the Company maintained a strong focus on cost optimization and operational efficiency. Total Expenses decreased by 31.92% to INR 35,262.46 lakhs in FY26 from INR 51,792.59 lakhs in FY25. As a result, Profit Before Tax increased substantially by 91.32% to INR 1,493.66 lakhs from INR 780.70 lakhs in the previous year. Profit After Tax for FY26 stood at INR 1,156.25 lakhs as against INR 622.73 lakhs in FY25, representing a growth of 85.68%. Total

		Comprehensive Income also increased significantly to INR 1,158.13 lakhs from INR 619.81 lakhs in FY25, registering a growth of 86.85%.
5	Foreign investments or collaborations, if any	Nil
6	Background details	Mrs. Sweta Lath has been associated with the Company as Executive Director since 1st November, 2021 and has been involved in the management and affairs of the Company.
7	Past remuneration	FY 2025-26: Nil FY 2024-25: Rs. 1,75,000/- per month.
8	Recognition or awards	-
9	Job profile and his suitability	As Executive Director, Mrs. Sweta Lath shall be responsible for overseeing and managing such functions and activities of the Company as may be entrusted to her by the Board from time to time. Considering her experience, knowledge of the Company's business and contribution to its affairs, the Board considers her suitable for the proposed re-appointment.
10	Remuneration proposed	Rs. 42,00,000/- per annum, comprising salary, allowances, perquisites and other benefits as may be determined by the Board, subject to the overall limit approved by the Members and applicable provisions of law.
11	Comparative remuneration profile	The proposed remuneration is considered reasonable and commensurate with the size of the Company, the nature and extent of its operations, the responsibilities entrusted to the appointee and the remuneration prevailing for managerial personnel having similar responsibilities.
12	Pecuniary relationship with the Company	Except for the remuneration proposed to be received by her in her capacity as Executive Director and her shareholding in the Company, Mrs. Sweta Lath has no other pecuniary relationship with the Company.
13	Other information: a. Reasons of loss or inadequate profits b. Steps taken or proposed to be taken for improvement c. Expected increase in productivity and profits in measurable terms	Not Applicable

Except Mr. Abhishek Lath (Husband), Mr. Umashankar Lath (Father-in-law) and Mrs. Sweta Lath to whom the resolution relates and her relatives, none of the other Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends passing of the special resolution as set out in Item no. 5 of this Notice, for approval by the Members of the Company.

ITEM NO. 6

Mr. Jaydeep Purujit Mehta (DIN: 06952808) was appointed as a Non-Executive, Independent Director of the Company for a period of 5 (Five) consecutive years commencing from December 17, 2021 to December 16, 2026.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Jaydeep Purujit Mehta, being eligible, has offered himself for re-appointment. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and also on the basis of the outcome of his performance evaluation, has reappointed Mr. Jaydeep Purujit Mehta as a Non-Executive Independent Director for a second term of five years from December 17, 2026 to December 16, 2031, subject to the approval of shareholders.

Mr. Jaydeep Purujit Mehta has been associated with the Company as a Non-Executive Independent Director and has contributed constructively to the deliberations of the Board and its Committees. Considering his experience, knowledge, expertise and contribution during his existing tenure, the Board is of the opinion that his continued association would be beneficial to the Company.

Mr. Jaydeep Purujit Mehta is qualified lawyer from University of Mumbai. He is an Advocate on Record registered with Bombay High Court and Gujarat High Court and practices in Corporate and Commercial Law, Securities Law and Insolvency Law.

Mr. Jaydeep Purujit Mehta has given a declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI LODR Regulations. He has also confirmed that he is not aware of any circumstance or situation which exists or may reasonably be anticipated to impair or impact his ability to discharge his duties with an objective and independent judgment. The Company has received all necessary declarations and confirmations from him as required under the applicable provisions of law.

The Board of Directors has accordingly recommended the resolution set out at Item No. 6 of the Notice for approval of the members by way of Special Resolution at the ensuing AGM.

Mr. Jaydeep Purujit Mehta is not related to any Director or Key Managerial Personnel of the Company or their relatives. Except Mr. Jaydeep Purujit Mehta, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed appointment. This explanatory statement may also be regarded as a disclosure pursuant to SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015. The details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meeting is set out as Annexure A to this notice.

ITEM NO. 7

Mr. Narendra Kumar Srivastava (DIN: 09439120) was appointed as a Non-Executive Independent Director of the Company for a period of 5 (Five) consecutive years commencing from December 17, 2021 to December 16, 2026.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 Mr. Narendra Kumar Srivastava (DIN: 09439120), being eligible, has offered himself for re-appointment. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and also on the basis of the outcome of his performance evaluation, has reappointed Mr. Narendra Kumar Srivastava as a Non-Executive Independent Director for a second term of five years from December 17, 2026 to December 16, 2031, subject to the approval of shareholders.

Mr. Narendra Kumar Srivastava has been associated with the Company as a Non-Executive Independent Director and has contributed constructively to the deliberations of the Board and its Committees. Considering his experience, knowledge, expertise and contribution during his existing tenure, the Board is of the opinion that his continued association would be beneficial to the Company.

Mr. Narendra Kumar Srivastava holds a degree of Bachelor of Science and LLB. He was associated with State Bank of India on various positions and he gained an experience of about 20 years in Credit / Finance besides 15 years' experience in the field of administration /audit /vigilance at Branch /Zonal Office/ Head Office of the Bank. He is a retired Banker having vast experience in the field of Banking, Finance, Credit, Audit, Treasury, Administration and other related functions.

Mr. Narendra Kumar Srivastava has given a declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI LODR Regulations. He has also confirmed that he is not aware of any circumstance or situation which exists or may reasonably be anticipated to impair or impact his ability to discharge his duties with an objective and independent judgment. The Company has received all necessary declarations and confirmations from him as required under the applicable provisions of law.

The Board of Directors has accordingly recommended the resolution set out at Item No. 7 of the Notice for approval of the members by way of Special Resolution at the ensuing AGM.

Mr. Narendra Kumar Srivastava is not related to any Director or Key Managerial Personnel of the Company or their relatives. Except Mr. Narendra Kumar Srivastava, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed appointment. This explanatory statement may also be regarded as a disclosure pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meeting is set out as Annexure A to this notice.

ITEM NO. 8

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on August 14, 2026, appointed Ms. Kusum Naruka (DIN: 10679553) as an Additional Director in the category of Non-Executive, Independent Director of the Company with effect from August 14, 2026, subject to the approval of the Members at the ensuing General Meeting.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, a resolution for the appointment of Ms. Kusum Naruka has been proposed for the necessary approval of the Members of the Company.

Ms. Kusum Naruka is a Member of the Institute of Company Secretaries of India (ICSI) and has around 3 years of professional experience in corporate and secretarial services. She holds a Bachelor's degree in Commerce (B.Com.) and has experience in handling corporate secretarial matters, documentation, statutory compliances and related corporate affairs. Her professional background includes strong organizational, analytical and coordination skills, with a sound understanding of corporate and secretarial practices. The Board is of the opinion that her experience, knowledge and skills will be beneficial to the Company and contribute to the effective functioning of the Board.

Ms. Kusum Naruka has given her consent to act as a Director and has confirmed that she is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013. She has also furnished the requisite declaration confirming that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI LODR Regulations and is eligible for appointment as an Independent Director. She shall not be liable to retire by rotation.

Ms. Kusum Naruka shall be entitled to receive sitting fees for attending meetings of the Board and Committees thereof, reimbursement of expenses, if any, as may be determined by the Board, subject to applicable laws. As on the date of this Notice, Ms. Kusum Naruka does not hold any equity shares in the Company and is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board, based on the recommendation of the Nomination and Remuneration Committee, is of the opinion that Ms. Kusum Naruka fulfils the applicable conditions for appointment as a Non-Executive Independent Director and is independent of the management of the Company. Accordingly, the Board recommends the Special Resolution set out at Item No. 8 of the accompanying Notice for approval of the Members.

Except Ms. Kusum Naruka, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution. Ms. Kusum Naruka is interested in the proposed resolution to the extent of her appointment as a Non-Executive Independent Director and her entitlement to receive sitting fees, commission, if any, and reimbursement of expenses.

Annexure - A to Notice for Annual General Meeting

Details of Directors Seeking Appointment/Re-appointment at the forth coming Annual General Meeting *(Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)*

Name of Director	**Mr. Abhishek Lath**	**Mr. Umashankar Lath**	**Mrs. Sweta Lath**
Brief resume/experience and nature of expertise in specific functional areas.	Mr. Abhishek Lath is the Promoter and Managing Director and CFO of the Company and his key responsibilities in the company includes in augmenting relationships with various stakeholders which has helped the Company expand and grow the business by increasing its product portfolio, global foot print and customer base on a continuous basis. He has over 15 years of experience in the textile industry.	Mr. Umashankar Lath is the Promoter and Chairman and Managing Director of the Company. He has a vast experience in the field of yarns and fabrics. He is involved in the business operations of Le Merite Exports Limited. He is an under-graduate by qualification. He looks after the business strategy for growth of the Company, sourcing of material and production operation related matters.	Mrs. Sweta Lath is an Executive Director of our Company. She has been looking after Human Resource and administration and new product development in the Company. She is having an experience of more than 10 years in the business as woman entrepreneur and is very keen and open for new ideas and products.
Date of Birth	March 03, 1981	October 10, 1954	January 04, 1985
Terms and conditions of appointment / reappointment.	Re-appointment as Managing Director and CFO for a further period of 5 years on the terms and conditions including remuneration as set out in the Explanatory Statement.	Re-appointment as Managing Director and Chairman for a further period of 5 years on the terms and conditions including remuneration as set out in the Explanatory Statement.	Re-appointment as Executive Director for a further period of 5 years on the terms and conditions including remuneration as set out in the Explanatory Statement.
Details of Remuneration sought to be paid.	Rs. 66,00,000/- per annum	Rs. 45,00,000/- per annum	Rs. 42,00,000/- per annum

Remuneration last drawn (FY 2025–26)	Nil	Nil	Nil
Qualification	Post Graduate	Under Graduate	Post Graduate
Number of shares held in the Company	2,63,52,000	54,77,000	42,62,000
Names of other companies in which the person also holds a directorship	1. Manmade and Technical Textiles Export Promotion Council 2. Burhanpur Integrated Textile Park Limited 3. Le Merite Filament Private Limited 4. Le Merite Laxmi Spinning Private Limited 5. Le Merite Fashions Private Limited 6. Le Merite Tactical & Defence Solutions Private Limited 7. Le Merite Torna Technical Textile Park Private Limited	1. Burhanpur Integrated Textile Park Limited 2. Le Merite Laxmi Spinning Private Limited	1. Le Merite Fashions Private Limited
Number of Meetings of the Board attended during the year (i.e., F.Y. 2025-2026).	8/10	9/10	9/10
Membership/ Chairmanship of the Committee on the Board of other Companies	Nil	Nil	Nil
Disclosure of Relationships between directors inter-se and with the KMPs.	Son of Mr. Umashankar Lath, Chairman and Managing Director & Husband of Mrs. Sweta Lath, Executive Director of the Company	Father of Mr. Abhishek Lath, Managing Director & CFO and Father-in-law of Mrs. Sweta Lath, Executive Director of the Company	Wife of Mr. Abhishek Lath, Managing Director & CFO, and Daugter-in-law of Mr. Umashankar Lath, Chairman and Managing Director of the Company

Date of first appointment on the Board	November 18, 2021	November 18, 2021	November 18, 2021
Names of listed entities, in which he/she also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years#	Nil	Nil	Nil
Name of Director	**Jaydeep Purujit Mehta**	**Narendra Kumar Srivastava**	**Kusum Naruka**
Brief resume/experience and nature of expertise in specific functional areas.	Mr. Jaydeep Purujit Mehta is qualified lawyer from University of Mumbai. He is an Advocate on Record registered with Bombay High Court and Gujarat High Court and practices in Corporate and Commercial Law, Securities Law and Insolvency Law.	Mr. Narendra Kumar Srivastava holds a degree of Bachelor of Science and LLB. He was associated with State Bank of India on various positions and he gained an experience of about 20 years in Credit / Finance besides 15 years' experience in the field of administration /audit /vigilance at Branch /Zonal Office/ Head Office of the Bank. He is a retired Banker having vast experience in the field of Banking, Finance, Credit, Audit, Treasury, Administration and	Ms. Kusum Naruka is a Member of the Institute of Company Secretaries of India (ICSI) and has around 3 years of professional experience in corporate and secretarial services. She holds a Bachelor's degree in Commerce (B.Com.) and has experience in handling corporate secretarial matters, documentation, statutory compliances and related corporate affairs. Her professional background includes strong

		other related functions.	organizational, analytical and coordination skills, with a sound understanding of corporate and secretarial practices.
Date of Birth	May 21, 1965	December 07, 1958	June 02, 1995
Terms and conditions of appointment / reappointment.	Re-appointment as Non-Executive Independent Director for a further period of 5 years.	Re-appointment as Non-Executive Independent Director for a further period of 5 years.	Appointment as Non-Executive Independent Director for a first term of five consecutive years.
Details of Remuneration sought to be paid.	The company will pay only sitting fees for attending Board and Committee Meetings.	The company will pay only sitting fees for attending Board and Committee Meetings.	The company will pay only sitting fees for attending Board and Committee Meetings.
Remuneration last drawn (FY 2025–26)	Not Applicable	Not Applicable	Not Applicable
Qualification	LLM (Master of Laws)	Bachelor of Science, Bachelor of Laws	Associate Member of the Institute of Company Secretaries of India (ICSI), Bachelor of Commerce
Number of shares held in the Company	Nil	Nil	Nil
Names of other companies in which the person also holds a directorship	Nil	Nil	1. Riseorbit Foundation 2. A&G Consumer Products Private Limited
Number of Meetings of the Board attended during the year (i.e., F.Y. 2025-2026).	9/10	8/10	Not Applicable
Membership/ Chairmanship of the Committee on	Nil	Nil	Nil

the Board of other Companies			
Disclosure of Relationships between directors inter-se and with the KMPs.	None	None	None
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Nomination and Remuneration Committee and the Board of Directors has evaluated the profile of Mr. Jaydeep Purujit Mehta. Considering his experience, expertise and contributions during meetings of the Company, has opined that he possess the relevant skill and capabilities to discharge the role of Independent Director.	The Nomination and Remuneration Committee and the Board of Directors has evaluated the profile of Mr. Narendra Kumar Srivastava. Considering his experience, expertise and contributions during meetings of the Company, has opined that he possess the relevant skill and capabilities to discharge the role of Independent Director.	The Nomination and Remuneration Committee and the Board of Directors has evaluated the profile of Ms. Kusum Naruka. Considering her experience and expertise has opined that she possess the relevant skill and capabilities to discharge the role of Independent Director.
Date of first appointment on the Board	December 17, 2021	December 17, 2021	December 17, 2021
Names of listed entities, in which he/she also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years#	Ampvolts Limited (resigned w.e.f. 20.10.2025)	Nil	1. Marble Finvest Limited (resigned w.e.f. 03.06.2026) 2. Nova Iron and Steel Limited (resigned w.e.f 03.06.2026)

 # three years has been considered as on the date of appointment.