Notice is hereby given that the 32nd Annual General Meeting of the Company is scheduled to be held on September 23, 2026 at 11:00 AM IST through Video Conferencing/OAVM (Other Audio-Visual Means) to transact the following businesses.

ORDINARY BUSINESS:

1. Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March 2026 together with the report of Board of Directors and the Auditors thereon.

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

RESOLVED THAT the audited Financial Statements of the Company for the financial year ended 31st March 2026, including statement of Profit & Loss (including other comprehensive income), along with the statement of cash flow and statement of changes in equity for the financial year ended 31stMarch 2026, the Balance Sheet as at that date, the report of the Board of Directors and the Auditors thereon.

2. To declare Dividend of Rs.0.60 per Equity Share for the financial year ended 31st March 2026.

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

RESOLVED THAT a dividend of Rs.0.60/- per equity share be and is hereby declared for the financial year ended 31st March 2026.

3. To appoint a Director in place of Mr. Raghav Agarwal (DIN: 06981525), who retires by rotation and being eligible, offers himself for re-appointment.

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

Explanation: Based on the terms of appointment, Mr. Raghav Agarwal (DIN: 06981525) 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 as a Director of the Company.

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Raghav Agarwal (DIN: 06981525), who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation."

SPECIAL BUSINESS:

4. To consider and, if thought fit, approve the remuneration payable to Mr. B Venkateswar, Cost Auditor of the Company, for the financial year ending March 31, 2027, and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. B Venkateswar (Firm Registration No: 100753) Cost Accountant, the Cost Auditor appointed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, to conduct the audit for the financial year 2026-2027 at a remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) per annum plus applicable taxes and reimbursement of the travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board), of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Change in Designation and Appointment of Mr.Manoj Kumar Jhajharia (DIN: 00003076) as the Managing Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Articles of Association of the Company, Regulation 17, Regulation 26A and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Audit Committee, and subject to such other approvals, the consent of the members of the company be and is hereby accorded for the appointment of Mr. Manoj Kumar Jhajharia (DIN: 00003076) as the Managing Director of the Company with effect from July 01, 2026 for a term of five years up to July 30, 2031.

RESOLVED FURTHER THAT the remuneration payable to Mr Manoj Kumar Jhajharia (DIN:00003076) shall be for a period of three (3) years from July 01, 2026 to June 30, 2029 notwithstanding the fact that the annual remuneration payable to him in any financial year during his tenure along with the remuneration payable to other Executive Directors may exceed the limits as set out under the Listing Regulations or the Act for the time being in force.

- Basic Salary : Rs. 3,50,000/- per month.
- Perquisites : Rs. 42,00,000/- per annum.
- Commission : Not exceeding 1% of the Net profits of the Company.

Reimbursement of Medical expenses incurred in India or abroad for himself and family.

Car, Telephone, Cell Phone, PC/laptop shall be provided and their maintenance and running expenses shall be met by the Company for official purpose only.

Reimbursement of actual travelling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business.

Provision of Company car with driver for use on Company's business and telephone facility at his residence will not be considered as perquisites.

In addition to the above remuneration, he shall also be entitled to the following benefits which shall not be counted for the purpose of Ceiling as per Section II of Part II of Schedule V.

Provident Fund: Company's Contribution towards Provident Fund as per the Employees Provident Fund Act.

Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service.

During his tenure as Managing Director, he shall not be liable to retire by rotation. In the event of loss or inadequacy of profits in any financial year, in compliance with Schedule V of the Companies Act, 2013, compensation / perquisites as mentioned above shall be paid as minimum remuneration.

The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or the Committees thereof.

Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of the Managing Director, the Company has no profits, or its profits are inadequate, the Company will pay remuneration by way of salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Schedule V of the Act and the Rules made thereunder, including any amendment(s), modification(s) or reenactment(s) thereof for the time being in force, approval of the members of the Company, be and is hereby accorded for payment of managerial remuneration to Mr. Manoj Kumar Jhajharia (DIN: 00003076), Managing Director of the Company.

RESOLVED FURTHER THAT in his capacity as Managing Director, Mr. Manoj Kumar Jhajharia (DIN: 00003076), is entitled to exercise all powers as are exercisable by the Managing Director of the Company as permissible under the provisions of the Act, and any other statutes in order to manage the affairs of the Company.

RESOLVED FURTHER THAT any of the Executive Directors and/or the Company Secretary of the Company be and are hereby authorized, jointly and/or severally, to file necessary forms with the Registrar of Companies, make necessary filings and disclosures with the Stock Exchanges and other statutory authorities and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.

6. Change in designation of Mr. Shyam Lal Agarwala from Chairman and Managing Director to Executive Chairman (Non-Independent) of the Company and approval of the remuneration payable to him

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

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the provisions of the Articles of Association of the Company and such other applicable laws, regulations and approvals, if any, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for change in designation of Mr. Shyam Lal Agarwala (DIN: 00003055) from Chairman & Managing Director to Executive (Non-Independent) Chairman of the Company, with effect from July 01, 2026 for a period of 5 (Five) consecutive years and whose term of office shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT pursuant to provisions of Sections 197, 198, 188 and other applicable provisions of the Companies Act, 2013 ("the Act"), the underlying rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), provisions of Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) or re-

enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board, the consent of the members of the Company be and is hereby accorded for payment of Rs. 48,00,000/- (Rupees Forty-Eight Lakhs only) to Mr. Shyam Lal Agarwala (DIN: 00003055) from July 01, 2026 till June 30, 2029.

During his tenure as Executive Chairman, he shall not be liable to retire by rotation. In the event of loss or inadequacy of profits in any financial year, in compliance with Schedule V of the Companies Act, 2013, compensation / perquisites as mentioned above shall be paid as minimum remuneration. He shall not be paid any sitting fees for attending the meetings of the Board of Directors or the Committees thereof.

RESOLVED FURTHER THAT pursuant to Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Schedule V of the Act and the Rules made thereunder, including any amendment(s), modification(s) or reenactment(s) thereof for the time being in force, approval of the members of the Company, be and is hereby accorded for payment of managerial remuneration to Mr. Shyam Lal Agarwala (DIN:00003055), Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Committee(s) of the Board), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

7. To Approve the Remuneration of Mr. Raghav Agarwal, Director (DIN: 06981525) of the Company

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") 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), Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Articles of Association of the Company and subject to such other approvals, as may be necessary, the consent of the members of the Company be and is hereby accorded for the remuneration of Mr. Raghav Agarwal, Executive Director (DIN: 06981525), for the period commencing from 13th August 2026 to 31st July, 2029, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter, vary, and modify the said terms and conditions of remuneration in such manner as may be agreed between the Board and Mr. Raghav Agarwal, within the overall limits approved herein and in accordance with the provisions of the Act and SEBI LODR Regulations.

RESOLVED FURTHER THAT the terms of appointment and remuneration payable to Mr Raghav Agarwal (DIN: 06981525) are as under :

- Basic Salary : Rs. 3,00,000/- per month.
- Perquisites : Rs. 36,00,000/- per annum.
- Commission : Not exceeding 1% of the Net profits of the Company.

Reimbursement of Medical expenses incurred in India or abroad for himself and family.

Car, Telephone, Cell Phone, PC/laptop shall be provided and their maintenance and running expenses shall be met by the Company for official purpose only.

Reimbursement of actual travelling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business.

Provision of Company car with driver for use on Company's business and telephone facility at his residence will not be considered as perquisites.

In addition to the above remuneration, he shall also be entitled to the following benefits which shall not be counted for the purpose of Ceiling as per Section II of Part II of Schedule V.

Provident Fund: Company's Contribution towards Provident Fund as per the Employees Provident Fund Act.

Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service.

The perquisites shall be valued as per Income Tax Act, 1961, wherever applicable.

RESOLVED FURTHER THAT pursuant to his contribution to the Company's sustained growth, the remuneration payable to Mr. Raghav Agarwal shall comprise of fixed pay, perquisites, commission, allowances and such other benefits, as detailed in the Notice and Explanatory Statement, provided that the aggregate remuneration payable shall not exceed the overall limits prescribed under Section 197 of the Act read with Schedule V thereto, or as may be approved by the shareholders from time to time.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Raghav Agarwal, the aforesaid remuneration shall be paid as minimum remuneration in accordance with the provisions of Section II of Part II of Schedule V to the Act, including any statutory modification(s) or re-enactment thereof, for the time being, be in force.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to vary, revise, or alter the remuneration within the overall limits approved herein, in accordance with the provisions of the Act and SEBI LODR Regulations."

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper, or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and other regulatory authorities, and to do all acts, deeds, matters and things in connection therewith.

8. To consider and, if thought fit, approve the Appointment of Mr. Ramasamy M Shanmugam (DIN: 11880982), as an Independent Director (Non-executive) of the Company to hold office for first term of two consecutive years and to pass, with or without modification(s), the following resolution as Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Ramasamy M Shanmugam (DIN: 11880982) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on August 13, 2026 and who had also submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation

16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment, and in respect of whom the company has received a notice in writing under section 160 of the act from a member proposing his candidature for the office of director, as a Non-Executive Independent Director of the Company to hold office for a first term of two years with effect from September 23, 2026 and is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient, to give effect to the above resolution without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

9. To consider and, if thought fit, approve the material related party transaction proposed to be entered into during the financial year 2026-27 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the applicable provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), the Company's Policy on Related Party Transactions, and pursuant to the approval of the Audit Committee and the recommendation of the Board of Directors of the Company ("Board"), the approval of members be and is hereby accorded for entering into and/or carrying out and/or continuing with existing contracts/ arrangements/transactions or modification(s) of earlier contracts/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with M/s. Shristi Cotspinn Private Limited, an entity falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only) from the Annual General Meeting to be held in the year 2026 till the Annual General Meeting to be held in the year 2027, on such terms and conditions as detailed in the explanatory statement to this resolution notwithstanding the fact that such transactions either taken individually or together with previous transactions during the financial year may exceed 10% of the annual turnover of the Company as per the last audited financial statements or such other materiality threshold as may be specified under applicable laws/ regulations from time to time.

RESOLVED FURTHER THAT the Board of Directors (including its Committee(s) thereof) be and are hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard."

By order of the Board
For Salona Cotspin Limited

Date : August 13, 2026
Place : Coimbatore

Rajkumari R
Company Secretary

NOTES:

1. The Ministry of Corporate Affairs vide its General Circular No. 20/2020 dated May 5, 2020 and General Circular No.03/2025 dated September 22,2025 permitted the conduct of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Corporate Office of the Company. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and the MCA Circulars, the AGM of the Company is being held through VC / OAVM.

2. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") with respect to the special business as set out in the Notice is annexed hereto.

3. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for the AGM. 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 proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

However, the Body Corporates are entitled to appoint authorised representatives for attending the AGM through VC/OAVM, participating thereat and casting their votes through e-voting.

Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (in PDF/JPEG format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorisation shall be sent to the Scrutiniser by email through its registered email address **bk.scrutiniser@gmail.com** with a copy marked to the Company at **cs@salonacotspin.com** and to evoting.cdslindia.com.

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

5. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and share transfer books of the Company will remain closed from Thursday, 17th September 2026 to Wednesday, 23th September 2026 (both days inclusive).

6. Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration, to those Members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Wednesday, 16th September 2026.

7. Pursuant to Section 393 of the Income tax Act, 2025, the Company shall be required to deduct tax at source (TDS) from dividends paid to Shareholders at the prescribed rates set out therein. For the prescribed rates for various categories, shareholders are requested to refer to the Income Tax Act, 2025 and the amendments thereof. Shareholders are requested to update their Residential Status, Category as per Income Tax Act ("IT Act"), Permanent Account Number ("PAN") with the Company/ RTA (in case of shares being held in physical mode) and depositories (in case of shares being held in demat mode) immediately. A resident individual Shareholder having PAN and entitled to receive dividend amount exceeding ₹10,000/- and who is not liable to pay Income Tax, can submit a yearly declaration

in Form No. 121, to avail the benefit of non-deduction of tax at source by sending an email to **cs@salonacotspin.com or rnt.helpdesk@in.mpms.mufg.com** on or before September 23, 2026. Shareholders are requested to note that in case their PAN is not registered with the DP/Company, tax will be deducted at the applicable higher rate.

Non-resident Shareholders can avail beneficial rates under the relevant tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form No. 41, and any other document which may be required to avail the tax treaty benefits by sending an email to cs@salonacotspin.com or **rnt.helpdesk@in.mpms.mufg.com**. The aforesaid declarations and documents need to be submitted by a Shareholder on or before Wednesday, September 23, 2026.

8. The Company has fixed September 16, 2026 as the 'Record Date' for determining entitlement of members to receive dividend for the FY 2025-26, if approved at the AGM.

Those members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Record Date shall be entitled for the dividend which will be paid on or after Wednesday, September 16, 2026, subject to applicable TDS.

9. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations 2025, the Company shall make the payment of Dividend to the Shareholders only in Electronic mode and payment of Dividend by way of cheque / warrant have been dispensed with.

10. Members whose shareholding is in the electronic mode are requested to update bank account details (Bank Account No., Name of the Bank, Branch, IFSC Code, MICR code and place with PIN Code) to their respective Depository Participants and not to the Company.

11. Members holding shares in physical form are requested to note that in terms of Regulation 40 of the SEBI ("Listing Regulations"), securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. In view of the above and in order to eliminate risks associated with physical transfer of securities, shareholders holding equity shares of the Company in physical form are requested to consider converting their holdings to dematerialised form. Members may contact the Company's Registrar and Share Transfer Agent, for assistance in this regard.

12. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, has mandated that with effect from April 1, 2024, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after the shareholders furnish their PAN, contact details (postal address with PIN and mobile number), Bank Account details & Specimen Signature ("KYC") and are advised to utilize the electronic solutions provided by National Automated Clearing House ("NACH") for receiving dividends.

13. The Company has entered into agreements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates etc., Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity etc. Members, therefore, now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their holdings to electronic mode.

14. A. Pursuant to the SEBI Master Circular dated 6th February 2026, and the operational guidelines issued by the Securities and Exchange Board of India, listed entities are mandated to effect the issuance of securities only in dematerialised (demat) form for various investor service requests (including transfer, transmission, transposition, and issue of duplicate certificates). Accordingly, for all valid service requests, the Company/ Registrar and Share Transfer Agent (RTA) will now directly credit the shares to the demat account provided by the Shareholder.

B. Further, as per SEBI Master Circular dated 6th February 2026, Members holding shares in physical form, whose folio(s) lack Permanent Account Number (PAN), contact details, bank account details or updated specimen signature, will be eligible for payment of dividend only through electronic mode with effect from 1st April 2024 upon updating the aforementioned details with MUFG Intime India Private Limited *(formerly Link Intime India Private Limited*), the Registrar and Share Transfer Agent of the Company. Therefore, Members holding shares in physical form are requested to update the mentioned details by providing the appropriate requests through relevant ISR forms with the Registrar and Share Transfer Agent to ensure receipt of dividend. Members may also note that in the absence of any of the aforementioned details, they will not be able to lodge grievances or avail any investor services until all required information and documents are duly submitted.

A copy of the aforementioned circular(s) is/are available on the Company's website **www.salonacotspin.com/investor-downloads/**

15. Members holding shares in physical form are requested to furnish Form ISR-1, Form ISR-2 and SH-13 (available on the Company's website at **https://www.salonacotspin.com/investor-downloads/** to update KYC, notify any change of address, bank details and choice of Nomination (in case the same are not already updated), to Company's Registrar and Share Transfer Agent viz., MUFG Intime India Private Limited "Surya", 35 Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028, Tamil Nadu, the RTA of the Company in respect of shares held in physical form together with a proof of address viz, Aadhar Card / Electricity Bill/ Telephone Bill/Ration Card/Voter ID Card/ Passport etc.

Alternatively, Members may send digitally signed copy of their documents by email to MUFG Intime at rnt.helpdesk@in.mpms.mufg.com or upload on their web portal **www.in.mpms.mufg.com.**

16. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

17. Non-Resident Indian ("NRI") Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately.

a) the change in the residential status on return to India for permanent settlement, or

b) the particulars of the NRE/NRO Account with a bank in India, if not furnished earlier.

18. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the facility for making nominations is now available to individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the RTA of the Company or can download the form from the Company's website, namely www.salonacotspin.com. Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities.

19. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificate to the Registrar and Share Transfer Agent for consolidation into a single folio.

20. Members are requested to make all correspondence in connection with shares held by them directly to the Registrar and Share Transfer Agent of the Company M/s. MUFG Intime India Private Limited, "Surya", 35 Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641 028, Tamil Nadu by quoting their Folio number or the Client ID number with DP ID number.

21. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

22. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his/ her queries to the Company through email at **cs@salonacotspin.com** seven working days prior to the meeting. The same will be replied by the Company suitably.

23. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary / Registrar & Share Transfer Agent of the Company. Members are requested to note that pursuant to Section 124 of the Companies Act, 2013 dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government under Section 125 of the Companies Act, 2013. The details of the unpaid dividend can be viewed on the Company's website **www.salonacotspin.com.**

24. As per the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, the Company will be transferring the share(s) on which the beneficial owner has not encashed any dividend during the last seven years to the IEPF demat account as identified by the IEPF Authority. Details of shareholders whose shares are liable to be transferred to IEPF are available at the Company website: **https://www.salonacotspin.com/invester-downloads**

The shareholders whose unclaimed dividend/ share has been transferred to the 'Investor Education and Protection Fund', may claim the same from IEPF authority by filing Form IEPF-5 along with requisite documents. Mr. M.S Selvaraj, Chief Financial Officer ('CFO') is the Nodal Officer of the Company for the purpose of verification of such claims.

25. In line with the aforesaid MCA Circulars and SEBI Circulars, the Notice calling the AGM along with the Annual Report for the year 2025-26 is being sent only through electronic mode to those members whose email address is registered with the Company / RTA / Depositories. Further, a letter providing the web link including the exact path where the complete details of the Annual Report is available will be sent to the shareholders who have not registered their email address. Members may note that the Notice and Annual Report for the financial year 2025-26 will also be available on the Company's website **www.salonacotspin.com**. The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at **https://www.nseindia.com/get-quote/equity/SALONA/Salona-Cotspin-Limited** respectively. The said Notice of the AGM is also available on the website of CDSL (agency for providing the Remote e-Voting facility) at **www.evotingindia.com** . Members can attend and participate in the Annual General Meeting through VC / OAVM facility only. Further pursuant to SEBI Circulars, the Company will be sending a hard copy of the Annual Report to those Shareholders who request for the same at **cs@salonacotspin.com.**

26. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

27. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company or Registrar and Share Transfer Agents.

28. Brief resume, details of shareholding and Directors/ KMP inter-se relationship with Director(s) seeking re-election/ Appointment/ Re-appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 are provided in this Notice.

29. Members may kindly note that in accordance with SEBI circular dated 31st July 2023, the Company has registered on the SMART ODR (Securities Market Approach for Resolution through Online Disputes Resolution) Portal. This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution institutions for addressing complaints. Members can access the SMART ODR Portal via: **https://smartodr.in/login.** Members may utilize this online conciliation and/ or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between members and the Company (including RTA).

30. The shareholders are advised to register / update their e-mail address with the Company / RTA in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form in order to enable the Company to serve documents in electronic mode.

31. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act, (if applicable) and all other documents referred to in the Notice will be available for inspection in electronic mode.

32. The Members can join the AGM in the VC/OAVM mode 15 (fifteen) 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 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.

PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS:

i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and pursuant to the MCA Circulars and the Secretarial Standard - 2, the Company is providing facility of remote e-voting to its Members to cast their vote electronically from a place other than venue of the Annual General Meeting ("remote e-voting") using an electronic voting system. For this purpose, the Company has entered into an agreement with **Central Depository Services (India) Limited** (CDSL), as the authorised e-voting agency for facilitating voting through electronically on all the business items set forth in the Notice of Annual General Meeting and the business may be transacted through such remote e-voting/ e-voting during the AGM. Instructions to Shareholders

provided hereinafter for e-voting explains the process and manner for generating/ receiving the password, and for casting of vote(s) in a secure manner.

ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. September 16, 2026 shall be entitled to avail the facility of remote e-voting as well as venue voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

iii. A person who has acquired the shares and has become a member of the Company after the despatch of the Notice of the AGM and prior to the Cut-off date i.e. Wednesday, September 16, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part.

iv. The remote e-voting will commence on Sunday, September 20, 2026 at 9.00 a.m. and will end on Tuesday, September 22, 2026 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Wednesday, September 16, 2026 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.

v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

vi. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Wednesday, September 16, 2026 .

vii. The Company has appointed Mr. B. Krishnamoorthi, Partner of M/s S.Krishnamoorthy & Co. Chartered Accountant, (M.No. 020439 & C.P. No. 0014965), to act as the Scrutinizer for conducting the remote e-voting process as well as the venue voting system on the date of the AGM, in a fair and transparent manner.

viii. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting for all those members who are present at the AGM by electronic means but have not cast their votes by availing the remote e-voting facility.

ix. The Scrutinizer shall, after the conclusion of voting at the AGM first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 working days of the conclusion of the AGM, a combined scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

x. The results shall be declared within the time stipulated under the applicable laws. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company **www.salonacotspin.com** and on the website of CDSL and be communicated to NSE Limited, the stock exchange where the shares of the Company are listed, by the Chairman or a person authorized by him.

34. Process for those shareholders whose email IDs are not registered:

a) For Physical shareholders - Please provide necessary details like 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 RTA email id **coimbatore@in.mpms.mufg.com .**

b) For Demat shareholders - Please update your e-mail id and mobile no. with your respective Depository Participant (DP).

c) For Individual Demat Shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

The instructions for shareholders for remote voting are as under:

(i) The voting period begins on Sunday, September 20, 2026 at 9.00 a.m. and will end on Tuesday, September 22, 2026 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, September 16, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL 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 December 9, 2020, under Regulation 44 of SEBI Listing Regulations, 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.

(v) 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual Shareholders holding securities in Demat mode, is given below:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual Shareholders holding securities in Demat mode **CDSL/NSDL** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. 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 **https://web.cdslindia.com/myeasi/Registration/EasiRegistration** and click on login & New System My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN details from an e- voting link available on **www.cdslindia.com home page or click on 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 e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	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 and you will be re directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of Shareholders	Login Method
	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** 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 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. 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, 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 name and you will be re-directed to e-Voting service provider 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's 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 websites.

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 call toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding shares in physical form:

1. The shareholders should log on to the e-voting website www.evotingindia.com.

2. Click on Shareholders.

3. Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

4. Next enter the Image Verification as displayed and Click on Login.

5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

6. If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or the company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(i) After entering these details appropriately, click on "SUBMIT" tab.

(ii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(iv) Click on the EVSN : 260817020 for Salona Cotspin Limited to vote.

(v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(vii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(ix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(x) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com.**
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **cs@salonacotspin.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN : 260817020 of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven working days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at **cs@salonacotspin.com.** The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance five working days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@salonacotspin.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT IN TERMS OF REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECTION 102 OF THE COMPANIES ACT, 2013

For Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment of Mr. B.Venkateswar, (Membership No.27622) Cost Accountant, Coimbatore as the Cost Auditor of the Company to conduct the cost audit for the financial year 2026-27, at a remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses.

Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, requires the Board to appoint an individual, who is a Cost Accountant or a firm of Cost Accountants, as Cost Auditor of the Company on the recommendations of the Audit Committee, which shall also recommend the remuneration for such Cost Auditor and such remuneration shall be approved by the Board of Directors and ratified subsequently by the Shareholders at General Meeting.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of this Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2026-27.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 4 of this Notice, for approval by the Members of the Company.

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

Item no. 8

Based on recommendation of Nomination and Remuneration Committee, the Board approved the appointment of Mr. Ramasamy M Shanmugam (DIN: 11880982) as an Additional Director (Non-executive, Independent) of the Company w.e.f. August 13, 2026 for an initial term of two years.

Pursuant to Regulation 17(1C) of SEBI Listing Regulations, a company is required to take approval of its shareholders for appointment of a person on the board of the company at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Shanmugam R M possesses the requisite skills, experience, knowledge and capabilities identified by the Board and required for the role of an Independent Director of the Company. Considering his vast experience, the Board believes that his appointment shall be in the best interest of the Company.

Mr. Shanmugam R M is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent for appointment as an Independent Director. The Company has also received a declaration from Mr. Shanmugam R M (DIN: 11880982) confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Further, he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority pursuant to circulars dated June 20, 2018, issued by the National Stock Exchange of India Limited (NSE) pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

The brief profile and other information of Mr. Shanmugam R M (DIN: 11880982), in compliance of SEBI Listing Regulations and SS-2 on General Meeting, is given in this Notice.

The Board recommends the Special Resolution at Item No. 8 of this Notice for the approval of the Members.

Except Mr. Shanmugam R M and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are, in anyway, concerned or interested, financially or otherwise, in the said resolution.

Item No.5,6,3,8

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT/ REMUNERATION

(Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Schedule V to the Companies Act, 2013 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India)

The Nomination and Remuneration Committee ("NRC"), at its meeting held on June 30, 2026, after considering the performance evaluation, qualifications, experience, leadership capabilities, industry knowledge and overall contribution of Mr. Manoj Kumar Jhajharia to the growth and development of the Company, recommended has elevated to the position of Managing Director effective July 01, 2026 as Managing Director for a term of five (5) years with effect from July 1, 2026 to June 30, 2031.

The Board and the NRC have noted Mr. Manoj Kumar Jhajharia's strategic leadership in driving the Company's business objectives, operational excellence and long-term growth initiatives. He has provided direction in key areas including production strategy, market development, cost competitiveness, capital allocation and customer engagement, while fostering a high-performance culture centered on accountability, employee engagement and merit-based performance across the organization. His pragmatic and people-centric leadership has helped maintain cordial industrial relations and strengthen relationships with employees, customers, lenders, suppliers and other stakeholders of the Company. Through effective leadership and strategic oversight, he has enhanced the Company's operational resilience, organizational agility and long-term competitiveness, thereby supporting sustainable value creation for all stakeholders.

Except Mr.Manoj Kumar Jhajharia, being the appointee, Mr. Shyam Lal Agarwala, Chairman, Mr Arunkumar Jhajharia, Director and Mr. Raghav Agarwal, Director, being relatives of the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

As per the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and Clause 1.2.5 of the Secretarial Standard – 2 (Revised) as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Director(s) is given below:

Sri Manoj Kumar Jhajharia

Name	**Manoj Kumar Jhajharia**
DIN	00003076
Date of Birth/Age/ Nationality	25-04-1968/58/Indian
Date of Appointment on Board	Since its inception
Qualification	BBM
Expertise / Experience in specific functional areas	With a graduation in Business Management, he is a pioneering and visionary leader in the textile industry, with over three decades of experience and counting. As the Managing Director, he is a strategic, dynamic, and inspirational pillar of the company, playing a pivotal role in its growth and continued success. He has been awarded and rewarded and is a recognised name in the textile industry who thrives for innovation and sustainability.
Terms and conditions of appointment	As per the Resolution as stated in Item No. 5 of the Notice.
Details of Remuneration on last drawn	Information disclosed in the Corporate Governance Report annexed to the Annual Report.
Board Position Held	Joint Managing Director
Remuneration proposed for appr oval	As specified in Item No.5 of the Notice
Directorship held in other companies	Shristi Cotspinn Private Limited
Inter-se relationship with other Directors / Key Managerial Personnel	Son of Mr Shyam Lal Agarwala, Brother of Mr Arunkumar Jhajharia, Father of Mr Raghav Agarwal
Listed entities from which director has resigned in past 3 years	NIL
Chairmanship / Membership of the Committees of the Board of other Companies in which he is Director	Member of Stakeholders Relationship Committee
No. of shares held in the Company	322,188

Sri Shyam Lal Agarwala

Name	**Shyam Lal Agarwala**
DIN	00003055
Date of Birth/Age/ Nationality	25-07-1945/81/Indian
Date of Appointment on Board	Since its inception
Qualification	Commerce graduate
Expertise / Experience in specific functional areas	With over five decades of extensive knowledge and experience in the textile industry, possesses a deep understanding of both the domestic and export markets. As Chairman, his leadership and expertise have been instrumental in shaping the industry's growth and success.
Terms and conditions of appointment and remuneration proposed for approval	As per the Resolution as stated in Item No. 6 of the Notice.
Details of Remuneration on last drawn	Information disclosed in the Corporate Governance Report annexed to the Annual Report.
Board Position held	Managing Director
Directorship held in other companies	Shristi Cotspinn Private Limited
Inter-se relationship with other Directors / Key Managerial Personnel	Father of Mr Manoj Kumar Jhajharia & Mr Arunkumar Jhajharia
Listed entities from which director has resigned in past 3 years	NIL
Chairmanship / Membership of the Committees of the Board of other Companies in which he is Director	Member of Stakeholders Relationship Committee
No. of shares held in the Company	429,393

Sri Raghav Agarwal

Name	**Raghav Agarwal**
DIN	06981525 / Executive
Date of Birth/Age/ Nationality	31 yrs / 22.10.1994/Indian
Date of Appointment on Board	14.11.2022
Qualification	Postgraduate in International Business
Expertise / Experience in specific functional areas	A forward-thinking leader with a keen understanding of the evolving textile landscape, he is committed to driving sustainable growth through innovation, technology, and responsible business practices. His emphasis on operational excellence, environmental stewardship, and continuous improvement supports the Company's strategic objectives while strengthening its position in an increasingly dynamic and competitive global market.

Terms and conditions of appointment and remuneration proposed for approval	Refer Notice No.3 and Explanatory Statement
Details of Remuneration on last drawn	Information disclosed in the Corporate Governance Report annexed to the Annual Report.
Directorship held in other companies	Sri Sadhyaa Exports Private Limited
Inter-se relationship with other Directors / Key Managerial Personnel	Son of Mr Manoj Kumar Jhajharia & Nephew of Mr Arunkumar Jhajharia
Listed entities from which director has resigned in past 3 years	NIL
Chairmanship / Membership of the Committees of the Board of other Companies in which he is Director	NIL
No. of shares held in the Company	134,726

Sri Shanmugam R M

Name	**Ramasamy M Shanmugam**
DIN	11880982
Date of Birth/Age/ Nationality	04-05-1972/54/Indian
Date of Appointment on Board	13.08.2026
Qualification	B.Com
Expertise / Experience in specific functional areas	He holds a management degree in business and has extensive experience in the construction materials industry, through his business operated under the name “Terramart by Shanmugam & Co.” His entrepreneurial experience, practical business acumen and understanding of the construction materials sector are expected to bring a valuable and independent perspective to the Company’s deliberations. His experience in managing business operations and making strategic decisions is expected to complement the existing expertise of the Board and contribute meaningfully to the Company’s governance, strategic direction and sustainable growth. His appointment as an Independent Director is therefore expected to add value to the Company through his practical industry knowledge, business insights and independent judgment.
Terms and conditions of appointment and remuneration proposed for approval	Refer Notice No.8 and Explanatory Statement
Details of Remuneration on last drawn	Not Applicable
Directorship held in other companies	NIL

Inter-se relationship with other Directors / Key Managerial Personnel	NIL
Listed entities from which director has resigned in past 3 years	NIL
Chairmanship / Membership of the Committees of the Board of other Companies in which he is Director	NIL
No. of shares held in the Company	NIL
Details of remuneration sought to be paid	He is entitled for payment of sitting fees for attending the meetings of the Board and its Committees

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE ACT.

I. General Information:

<table>
<tr><th>Nature of Industry</th><th>Textiles</th></tr>
<tr><td>Date or expected date of commencement of commercial production</td><td>The Company incorporated on January 18, 1994.</td></tr>
<tr><td>In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:</td><td>Not Applicable</td></tr>
<tr><td>Financial Performance based on given indicators</td><td>Rs. In Lakhs
<table><tr><td>Particulars</td><td>FY 25-26</td><td>FY 24-25</td><td>FY 23- 24</td></tr><tr><td>Revenue from Operations</td><td>59,381.62</td><td>66,215.64</td><td>72,225.79</td></tr><tr><td>Profit/Loss for the before Tax</td><td>478.97</td><td>553.52</td><td>840.28</td></tr><tr><td>Profit/Loss after Tax</td><td>156.14</td><td>313.31</td><td>612.74</td></tr></table></td></tr>
<tr><td>Foreign Investment or collaborations, if any:</td><td>NIL</td></tr>
</table>

II. Information about the Directors:

S.No	Particulars	Shyam Lal Agarwala	Manoj Kumar Jhajharia	Raghav Agarwal
1	Background details	Kindly refer to the Notice section		
2	Past Remuneration	Kindly refer to the Corporate Governance Report		
3	Recognition or awards	For nearly five decades, he has been both a member and/ or Chairman of various prestigious industrial bodies / association. He has also been suitably recognised by various forums/ industrial bodies/ association(s) for his contribution towards industrial growth and development	1. Awarded with Global Leadership Award for Industrial Development" for outstanding contribution on occasion of National Seminar on National Economic Development & Social Responsibilities – Feb 2011, New Delhi. 2. Indira Gandhi Priyadarshini Award – Nov 2010 by All India National Unity conference at New Delhi. 3. Awarded with "Indian Business Leadership Award" on occasion of National Seminar on National Economic Development & Social Responsibilities – Sep 2020, New Delhi. 4. National conclave on Textile Fibre to Fashion – Headed the Panel.	1. Represents the Company at various national and international industry exhibitions, expos, forums, and other business platforms, with a strong focus on advancing sustainability and fostering a responsible and sustainable future. 2. Serves as a member of the Supplier Advisory Group of Textile Exchange, contributing to industry-level initiatives and strategic discussions relating to sustainability, responsible sourcing, and the advancement of sustainable practices across the textile value chain.
4	Job Profile and his suitability	As detailed in the Notice and Explanatory statement		
5	Remuneration proposed	Details of remuneration proposed have been disclosed in Item No. 6, 5 & 3 of the Notice		
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, responsibility shouldered and the industry standard, the remuneration paid/ proposed to be paid is commensurate with the remuneration packages paid to board members in a similar role in other Companies.		

S. No	Particulars	Shyam Lal Agarwala	Manoj Kumar Jhajharia	Raghav Agarwal
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	He is the Father of Mr Manoj Kumar Jhajharia & Mr Arunkumar Jhajharia and Grand Father of Mr. Raghav Agarwal. He is not related to any other Director and/or Key Managerial Personnel of the Company.	He is the Son of Mr Shyam Lal Agarwala, Father of Mr Raghav Agarwal, & brother of Mr Arunkumar Jhajharia. He is not related to any other Director and/or Key Managerial Personnel of the Company.	He is the Grandson of Mr Shyam Lal Agarwala, son of Mr Manoj Kumar Jhajharia & nephew of Mr Arunkumar Jhajharia. He is not related to any other Director and/or Key Managerial Personnel of the Company.

III. Other Information

1. Reasons for loss or inadequate profits

   Not applicable, as the Company has earned a profit during the year. However, the Company foresees a situation where it may have loss or inadequacy of profits in the ensuing financial years owing to economic and business slowdown caused by various external factors.

2. Steps taken or proposed to be taken for improvement.

   Not applicable.

3. Expected increase in productivity and profits in measurable terms.

   Not applicable.

IV: Disclosures:

(i) The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components shall be made in the Corporate Governance Report attached to the Annual Report of the Company for the financial year 2025-26 and subsequently.

(ii) The Company has not committed any default in payment of dues to any bank or public financial institution or nonconvertible debenture holders or any other secured creditor.

1. The above information is as on the date of this Notice.
2. In addition to the above, other requisite details, have already been provided in the Corporate Governance Report, annexed to the Board's Report which is forming part of the Annual Report.
3. None of the above Directors are disqualified under the Companies Act, 2013 (as amended) or disqualified and/or debarred by virtue of any order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs, any Court or any such other Statutory Authority, to be appointed / re-appointed / continue as a director in any company.
4. Please refer to the website of the Company for the latest committee positions.

Item No.9

The Audit Committee of the Company, on the basis of relevant details provided by the management, as required under the SEBI Circular dated October 13, 2025, read with SEBI Circular dated June 26, 2025 and Section III-B of the SEBI Master Circular dated November 11, 2024, and revised Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions ("RPT Industry Standards"), has reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business and are in accordance with the Related Party Policy of the Company.

The Board of Directors recommend the said resolution, as set out in item nos. 9 of this Notice, for your approval.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the said resolutions.

Mr. Shyam Lal Agarwala, Mr. Manoj Kumar Jhajharia, Mr.Arun Kumar Jhajharia, Mr. Raghav Agarwal and their relatives are deemed to be concerned or interested in these resolutions. None of the other Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise, in the proposed resolution, as set out in Item nos. 9 of this Notice.

The details as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 and read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD- 2/P/ CIR/2025/93 dated June 26, 2025, as per revised Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" are given .

a) Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable

Part - A

A(1). Basic details of the related party.

S.No	Particulars of the information	Information provided by the management
1	Name of the related party	Shristi Cotspinn Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Yarn, cotton

A(2). Relationship and ownership of the related party

S.No	Particulars of the information	Information provided by the management
1	Relationship between the listed entity and the related party — including nature of its concern (financial or otherwise) and the following: Shareholding of the listed entity, whether direct or indirect in the Related Party. Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity / related party has control.	The related party is a private limited company entity and promoters of the Company are common and interested. The nature of interest is financial. The Company does not hold any shares directly in the related party.

A3. Details of previous transactions with the related party

S.No	Particulars of the information	Information provided by the management
1	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	<table><tr><td>S. No</td><td>Nature of Transactions</td><td>FY 2025-26 (Rs.)</td></tr><tr><td>1</td><td>Purchase of Goods</td><td>19,35,49,712</td></tr><tr><td>2</td><td>Sale of Goods</td><td>30,40,26,648</td></tr></table>
2	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not Applicable
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	There were no instances of defaults made by the related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the Company during the last financial year.

A(4). Amount of the proposed transaction:

S.No	Particulars of the information	Information provided by the management
1	Amount of proposed transactions being placed for approval in the meeting of the Audit Committee / Shareholders.	Up to Rs.100 Crores
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a Material Related Party Transaction?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's Annual Turnover for the immediately preceding financial year.	16.95%
4	Value of the proposed transactions as a percentage of Subsidiary's Annual Standalone Turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	Not applicable.

5	Value of the proposed transactions as a percentage of the Related Party's Annual Consolidated Turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	27.32% (based on the latest Audited Financial Statements for the FY 2024-25).
6	Financial performance of the related party for the immediately preceding financial year: Explanations: The above information is to be given on standalone basis.	Particulars / FY 24-25 (Rs. In Lakhs) Turnover: 36616.58 Profit after Tax: 212.68 Net worth: 4,125.74

A(5). Basic details of the proposed transaction

S.No	Particulars of the information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods / services, purchase of goods / services, giving loan, borrowing etc.).	Sale of goods, purchase of goods
2	Details of each type of the proposed transaction.	Purchase – Yarn, fabric, cotton & hank yarn Sales – Yarn, cotton, fabric & hank yarn
3	Tenure of the proposed transaction (tenure in number of years or months to be specified).	From the conclusion of 32nd Annual General Meeting till the conclusion of 33rd Annual General Meeting to be held in the year 2027 which is approximately 13 months.
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up Financial Year-wise.	The proposed transaction is sought from the conclusion of 32nd Annual General Meeting till the conclusion of 33rd Annual General Meeting of the Company for an amount of up to Rs.100 Crores.
6	Justification as to why the Related Party Transactions proposed to be entered into are in the interest of the listed entity.	The transaction is proposed to be undertaken on an arms' length basis in accordance with the business requirements of the Company and in the normal course of business. Nature and scope of transaction are proper considering the operations of the Company. Size of the transaction is reasonable in relation to the prevailing market / Industry trend.

7	Details of the Promoter(s) / Director(s) / Key Managerial Personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control. A. Name of the Director / Key Managerial Personnel. B. Shareholding of the Director / Key Managerial Personnel, whether direct or indirect, in the related party.	Mr Shyam Lal Agarwala, Chairman Mr Manoj Kumar Jhajharia – Managing Director 12,25,000 shares held by Mr Shyam Lal Agarwala, Mr. Manoj Kumar Jhajharia, Mr. Arunkumar Jhajharia & Mr. Raghav Agarwal.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Shareholders.	Not applicable.
9	Other information relevant for decision making.	NIL

Part - B

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S.No	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not applicable, as the related party provides customised / tailor made products / services / solutions to the Company
2	Basis of determination of price.	Cost Plus Margin Method / Comparable Uncontrolled Price Method
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance. b. Tenure c. Whether same is self-liquidating?	NIL

b) Justification as to why the proposed transactions are in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.

As stated above and in the explanatory statement to Item No. 9 of the Notice.

c) Whether the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole-time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.

The Audit Committee has reviewed the certificate provided by the Whole-time Director and Chief Financial Officer as required under the RPT Industry Standards.

d) Whether the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the Shareholders for approval.

The Material Related Party Transactions with Shristi Cotspinn Private Limited has been approved by the Audit Committee, and the Board of Directors recommend the proposed transaction for the approval of the Shareholders.

e) Web-link and QR Code, through which Shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.

Not applicable, as no such valuation report or other reports by external parties have been relied upon by the Audit Committee while approving the transaction.

f) Affirmation that, in its assessment, the redacted disclosures still provides all the necessary information to the public Shareholders for informed decision-making.

Not applicable, as there is no information which has been redacted by the Audit Committee and the Board of Directors.

g) Any other information that may be relevant.

Nil.

By Order of the Board of Directors
For Salona Cotspin Limited

Place: Coimbatore
Date : August 13, 2026

Rajkumari R
Company Secretary