

## **NOTICE**

Notice is hereby given that the 01/2025-26 Extra-Ordinary General Meeting of the members of Vijay Textiles Limited will be held on Friday, the June 20<sup>th</sup> 2025 at 11: 00 A.M. through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) (“**EGM**”/ “**Meeting**”) facility to transact the following businesses:

### **SPECIAL BUSINESS:**

#### **1. APPOINTMENT OF SHRI. CHANDAN GUPTA (DIN: 08655931) AS INDEPENDENT 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 Section 149, 150, 152, 160, Schedule IV and other applicable provisions of Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendments or modifications or re-enactment thereof and rules made thereunder, for the time being in force), in accordance with the recommendations of Nomination and Remuneration Committee and the Board of Directors, Shri. Chandan Gupta (DIN: 08655931), who was appointed as an Additional Director in the category of Independent Director w.e.f. March 22, 2025, who meets the criteria for Independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) years with effect from March 22, 2025 up to March 21, 2030.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby severally authorized to file all the necessary forms with the office of Registrar of Companies and to do all other acts, deeds, things as may be necessary to give effect to the above Resolution.”

#### **2. APPOINTMENT OF SMT. RAVEENA AGRAWAL (DIN: 09117345) AS INDEPENDENT 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 Section 149, 150, 152, 160, Schedule IV and other applicable provisions of Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendments or modifications or re-enactment thereof and rules made thereunder, for the time being in force), in accordance with the recommendations of Nomination and Remuneration Committee and the Board of Directors, Smt. Raveena Agrawal (DIN: 09117345), was appointed as an Additional Director in the category of Independent

Director w.e.f. March 22, 2025, who meets the criteria for Independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) years with effect from March 22, 2025 up to March 21, 2030.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby severally authorized to file all the necessary forms with the office of Registrar of Companies and to do all other acts, deeds, things as may be necessary to give effect to the above Resolution.”

**3. RE-APPOINTMENT OF SHRI. VIJAY KUMAR GUPTA (DIN: 01050958) as CHAIRMAN AND 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, 196(3)(a), 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and upon recommendations of the Nomination and Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded for the re-appointment of Shri. Vijay Kumar Gupta (DIN: 01050958) as Chairman and Managing Director of the Company for a period of three years with effect from April 01, 2025 to March 31, 2028 at a nil remuneration and the Board of Directors be and is hereby authorized to vary the remuneration, perquisites, and allowances etc. within such prescribed limits in terms of Schedule V of the Companies Act, 2013, as amended from time to time.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby severally authorized to file all the necessary forms with the office of Registrar of Companies and to do all other acts, deeds, things as may be necessary to give effect to the above Resolution.”

For and on behalf of the Board  
**For Vijay Textiles Limited**

Sd/-

**Vijay Kumar Gupta**  
**Chairman & Managing Director**  
**(DIN: 01050958)**

**Date: 29.05.2025**  
**Place: Secunderabad**

The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company at Surya Towers, Ground Floor, 104 Sardar Patel Road, Secunderabad - 500 003 Telangana India which shall be the deemed venue of the EGM.

**Notes:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Extra-ordinary General Meeting as set out in the Notice is annexed hereto.
2. In pursuance of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, details in respect of the Directors seeking appointment/ re-appointment at this EGM, form part of this Notice.
3. In compliance with the relevant General Circular No. 14/2020 dated April 8, 2020 read with the General Circular Nos. 17/2020 dated April 13, 2020, 22/2020 dated 15 June, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, General Circular no. 10/2021 dated June 23, 2021, General Circular no. 20/2021 dated December 08, 2021, General Circular no. 03/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of corporate Affairs, Government of India (collectively referred to as “**MCA Circulars**”) and Circular No. SEBIAIO/CFD/CMD 1/CIR/P/2020/79 dated May 12, 2020 read with the Circular No. SEBLHO. CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 along with other relevant circulars in this regard issued by the Securities and Exchange Board of India (collectively referred to as “**SEBI Circulars**”) and the provisions of the Act together with rules made thereunder and applicable standards and Listing Regulations, this Meeting is being held through VC/OAVM facility, without the physical presence of the Members at a common venue.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
5. The Members can join the EGM 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 EGM through VC/OAVM will be made available to at least 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 EGM without restriction on account of first come first served basis.

6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
8. In line with the MCA Circulars and SEBI Circulars, the Notice calling the EGM has been uploaded on the website of the Company at [https:// www.vijaytextiles.in](https://www.vijaytextiles.in). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM i.e. [www.evotingindia.com](http://www.evotingindia.com)).
9. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
10. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the Company and correspond with them directly regarding share transfer/transmission /transposition, Demat/ Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
11. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the Company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
12. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
13. The company has appointed M/s. Nishant Darak & Associates, Practicing Company Secretary, as scrutinizer of the company to scrutinize the voting process.
14. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
15. **THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

1. INSTRUCTIONS FOR E-VOTING

- a. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and applicable circulars, the Members are provided with the facility to cast

their vote electronically (through remote e-Voting as well as the Voting system on the date of the EGM), through the e-Voting services provided by CDSL, on all the resolutions set forth in this Notice.

- b. The remote e-Voting period commences on **Tuesday, June 17, 2025 (9.00 A.M. IST)** and ends on **Thursday, June 19, 2025 (5.00 P.M. IST)**. During this period, Members holding shares either in physical mode or in demat mode, as on **Friday, June 13, 2025 i.e., cut-off date**, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter. A person who is not a member as on the Cut-off date should treat Notice of this Meeting for information purposes only.
- c. 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., **Friday, June 13, 2025**.
- d. Any person or non-individual Shareholders (in physical mode/ demat mode) who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow the steps mentioned below.
- e. Login method for e-Voting and voting during the meeting for Individual Shareholders holding securities in demat mode.

In terms of the SEBI circular dated December 9, 2020 on the e-Voting facility provided by listed companies and as part of increasing the efficiency of the voting process, e-Voting process has been enabled to all individual Shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility. Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <u>CDSL</u>	<ol style="list-style-type: none"> <li>a. Users who have opted for 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>b. 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 ("ESP") i.e. CDSL, for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all ESP i.e. CDSL/NSDL, so that the user can visit the ESP</li> </ol>

	<p>website directly.</p> <p>c. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/">https://evoting.cdslindia.com/Evoting/</a> Evoting Login. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. CDSL where the e-Voting is in progress.</p>
Individual Shareholders holding securities in Demat mode with <u>NSDL</u>	<p>a. 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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</p> <p>b. 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.</p> <p>c. 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- CDSL and you will be re-directed to the CDSL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>d. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>e. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p>

	<p>f. A new screen will open. You will have to enter your User ID (i.e. your 16 digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>g. 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- CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in Demat mode) login through their <u>Depository Participants</u>	<p>d. You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>e. 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.</p> <p>f. Click on Company name or e-Voting service provider name -CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

f. Login method for e-Voting and voting during the meeting for Shareholders holding securities in physical mode and Shareholders other than Individual Shareholders holding securities in demat mode.

- a) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b) Click on Shareholders tab/ module.
- c) Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- f) If you are a first time user follow the steps given below:

Login type	For Shareholders holding securities in physical mode and Shareholders other than Individual Shareholders holding securities in demat mode.
PAN	Enter your 10-digit alpha-numeric “PAN” issued by Income Tax Department. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by RTA or contact RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</p>

- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) Shareholders holding shares in physical mode will then directly reach the Company selection screen. However, Shareholders holding shares in Demat mode 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 account 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.



- i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- k) 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.
- l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m) 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.
- n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- q) 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 and enter the details as prompted by the system.
- r) Additional Facility for Non – Individual Shareholders and Custodians –For Remote e-Voting only.
  - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- 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 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 at their email address, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.
16. M/s. Nishant Darak & Associates, Practicing Company Secretary, bearing C.P. Number 26646 has been appointed as the Scrutinizer to scrutinize the e-voting process. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the E, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
  17. Voting is provided to the members through e-voting and at the EGM of the Company. A Member can opt for only one mode of voting i.e. either through e-voting or at the EGM of the Company.
  18. If a Member casts votes by both modes, then voting done through e-voting shall prevail.
  19. In terms of Companies Act, the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF).
  20. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated 21st April and 29th April 2011 respectively), has undertaken a ‘Green Initiative in Corporate Governance’ and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company’s Registrar and Share Transfer Agents.

For and behalf of the Board  
**Vijay Textiles Limited**

Sd/-  
**Vijay Kumar Gupta**  
Chairman & Managing Director  
(DIN: 01050958)

Date: 29.05.2025  
Place: Secunderabad

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

**ITEM NO 1:**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“**the Act**”) read with the Articles of Association of the Company, approved the appointment of Shri. Chandan Gupta (DIN: 08655931) as an Additional Director, in the category of Independent Director of the Company for a term of five consecutive years with effect from March 22, 2025 to March 21, 2030, subject to approval of the Members of the Company.

In terms of the Companies Act, 2013, an Additional Director shall hold office up to the date of the ensuing Annual General Meeting of the Company or the last date on which Annual General Meeting should have been held, whichever is earlier and Further, in terms of the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from January 01, 2022, 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.

The Company has received a notice from a member under Section 160 of the Companies Act 2013, for appointment of Shri. Chandan Gupta) for the office of Director in Independent category.

Shri. Chandan Gupta has graduated in both Commerce and Law fields and is also a fellow member of Institute of Company Secretaries of India (ICSI). He has experience in the field of Corporate Accounts, conducted & handled various audit engagements, having hands on experience in compliance under SEBI, Stock Exchange, ROC, Direct and Indirect Taxes over more than 15 years including the work experience in Textiles Manufacturing Industry.

Shri. Chandan Gupta is independent and possesses appropriate skills, experience and knowledge. The Company has received a declaration from him that he meets the criteria of Independence as prescribed under Section 149 (6) of the Companies Act, 2013 and under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further he confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 nor debarred from holding office as a Director of the Company by virtue of any SEBI Order or any other such authority and given his consent to act as a Director. The Board of Directors have taken on record the declaration and confirmation submitted by him.

Considering the extensive knowledge, experience and recommendation of the Nomination and Remuneration Committee and the Board of Directors and in order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Shri. Chandan Gupta as ‘Non-executive Independent Directors’ for a term up to 5 consecutive years commencing from the date of his appointment as Additional Director i.e., March 22, 2025 to March 21, 2030.

Accordingly, the Board of Directors recommends the passing of the above Resolution as Special Resolution as set out in the Item No. 1 of the notice.

Save and except Shri. Chandan Gupta, Independent Directors, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

## **ITEM NO 2:**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, approved the appointment of Smt. Raveena Agrawal (DIN: 09117345) as an Additional Director, in the category of Independent Director of the Company for a term of five consecutive years with effect from March 22, 2025 to March 21, 2030, subject to approval of the Members of the Company.

In terms of the Companies Act, 2013, an Additional Director shall hold office up to the date of the ensuing Annual General Meeting of the Company or the last date on which Annual General Meeting should have been held, whichever is earlier and Further, in terms of the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from January 01, 2022, 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.

The Company has received a notice from a member under Section 160 of the Companies Act 2013, for appointment of Smt. Raveena Agrawal for the office of Director in Independent category.

Smt. Raveena Agrawal is graduated in both Commerce and Law field and is also a member of Institute of Company Secretaries of India (ICSI). She has an experience of more than 6 years in the areas of Accounting, Income Tax and Management.

Smt. Raveena Agrawal is independent and possesses appropriate skills, experience and knowledge. The Company has received a declaration from her that she meets the criteria of Independence as prescribed under Section 149 (6) of the Companies Act, 2013 and under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further she confirmed that she is neither disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 nor debarred from holding office as a Director of the Company by virtue of any SEBI Order or any other such authority and given her consent to act as a Director. The Board of Directors have taken on record the declaration and confirmation submitted by her.

Considering the extensive knowledge, experience and recommendation of the Nomination and Remuneration Committee and the Board of Directors and in order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Smt. Raveena Agrawal as ‘Non-executive Independent

Directors' for a term up to 5 consecutive years commencing from the date of her appointment as Additional Director i.e., March 22, 2025 to March 21, 2030.

Accordingly, the Board of Directors recommends the passing of the above Resolution as Special Resolution as set out in the Item No. 2 of the notice.

Save and except Smt. Raveena Agrawal, Independent Directors, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

### **ITEM NO 3:**

Shri. Vijay Kumar Gupta (DIN: 01050958) was appointed as Chairman and Managing Director of the Company for a period of 3 years from April 1, 2022 to March 31, 2025 at the 32<sup>nd</sup> Annual General Meeting held on 30<sup>th</sup> September 2022.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on March 22, 2025, approved the re-appointment of Shri. Vijay Kumar Gupta (DIN: 01050958) who is more than 70 years, as Chairman and Managing Director of the Company for a term of three years commencing from April 01, 2025 to March 31, 2028 at nil remuneration.

Accordingly, the Board of Directors recommends the passing of the above Resolution as a Special Resolution set out in the item no. 3 of the notice for reappointment of Shri. Vijay Kumar Gupta (DIN: 01050958).

Save and except Shri. Vijay Kumar Gupta (DIN: 01050958), being an appointee and Shri. Susheel Kumar Gupta and Smt. Shashi Kala Gupta, being relatives, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

### **Information in accordance with Schedule V of Companies Act, 2013:**

#### **I. GENERAL INFORMATION**

1	Nature of Industry : Textile Industry			
2	Date or expected date of commencement of commercial: The Company started its commercial operations on 02.02.1990			
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable			
4	Financial performance based on given indications:			
	Particulars	2023-24 (Rs. In lakhs) (un-audited)	2022-23 (Rs. in lakhs) (audited)	2021-22 (Rs. in lakhs) (audited)
	Turnover	1,342.07	2573.02	2,592.82
	Net profit/ (loss) after Tax	(2,352.25)	(652.52)	(1,151.40)
5	Foreign investments or collaborations, if any: Not Applicable			

## II. INFORMATION ABOUT THE APPOINTEE:

1.	Background Details: Joined with his father in textile business at a very young age and has now got a core experience of around 57 years in the industry. He has a strong business acumen and is the mainstay of the Company.
2.	Past Remuneration: The remuneration drawn by Shri. Vijay Kumar Gupta is Nil.
3.	Recognition or awards: Nil
4.	Job Profile and his suitability: Keeping the past record of Shri. Vijay Kumar Gupta in mind and his contribution towards the Company, it is proposed to re-appoint him as Chairman and Managing Director of the Company.
5.	Remuneration proposed: Nil.
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 w.r.t. the country of his origin): N.A. Since nil remuneration is being paid.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the loan taken from him, he is holding 78,63,016 Equity Shares of the Company.

## III. OTHER INFORMATION:

1. Reasons for inadequate profits: The Company is in the mode of expansion of the business which generally requires spending lot of money up front leading to minimal profits in the initial years. All this expenditure will result in to revenues over a period of next two to three years.
2. Steps taken or proposed to be taken for improvement: Necessary efforts are being made to increase the operations which may take time depending upon the various circumstances.

Expected increase in productivity and profit in measurable terms: The Company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the Company will improve considerably in the coming years.

### Annexure A – for the Item no's 1, 2& 3:

As required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, brief particulars of the Directors seeking appointment/re-appointment are given as under: -

Name of the Director	Shri. Chandan Gupta	Smt. Raveena Agrawal	Shri. Vijay Kumar Gupta
Brief Resume	Shri. Chandan Gupta has graduated in both Commerce and Law fields and is also a fellow member of	Smt. Raveena Agrawal is graduated in both Commerce and Law field and is also a member of Institute of	Shri. Vijay Kumar Gupta has joined with his father in textile business at a very young age and

	Institute of Company Secretaries of India (ICSI). He has experience in the field of Corporate Accounts, conducted & handled various audit engagements, having hands on experience in compliance under SEBI, Stock Exchange, ROC, Direct and Indirect Taxes over more than 15 years including the work experience in Textiles Manufacturing Industry.	Company Secretaries of India (ICSI). She has an experience of more than 6 years in the areas of Accounting, Income Tax and Management.	has now got a core experience of around 57 years in the industry. He has a strong business acumen and is the mainstay of the Company.
<b>Nature of Expertise</b>	Experience in Textiles Manufacturing Industry.	Legal & Marketing, Commercial, Research & Development.	Marketing, Research & Development and General Management
<b>Names of the Listed entities in which the person is holding Directorships or Board Committee Memberships along with listed entities from which the person has resigned in the past three years</b>	Poddar Projects Ltd and Merrygold Mercantiles Ltd	-	-
<b>Inter relationship among Directors</b>	-		Father of Shri. Susheel Kumar Gupta, Whole-time Director of the Company.
<b>Number of shares held by them</b>	-		78,63,016

For and behalf of the Board  
**Vijay Textiles Limited**

Sd/-

**Vijay Kumar Gupta**  
Chairman & Managing Director  
(DIN: 01050958)

Date: 29.05.2025  
Place: Secunderabad