

## NOTICE

**Notice** is hereby given that the 32<sup>nd</sup> Annual General Meeting of the members of Shekhawati Poly -Yarn Limited will be held on 15<sup>th</sup> September, 2023 at 12.30 p.m. IST (Indian Standard Time) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended on March 31, 2023 including Balance Sheet as at March 31, 2023 and the Statement of Profit and Loss Account and Cash flow statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Mukesh Ramniranjan Ruia (DIN No.00372083), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### 3. To Re-appointment of Mr. Ravi Sanjay Jogi as Whole - Time Director:

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule V as amended upto date and all guidelines for managerial remuneration issued by the Central Government from time to time and in accordance with the approval of Nomination and Remuneration Committee and the Board of Directors at their meeting held on July 28, 2023 and subject to the approval of the shareholders be and is hereby accorded to the re-appointment of Mr. Ravi Sanjay Jogi (holding DIN No. 06646110) as a Whole – Time Director of the Company for further period of 5 (Five) years w.e.f. September 3, 2023 on the terms and conditions, inclusive expressly the remuneration payable to him as Whole - Time Director and the minimum remuneration payable to him in case of absence or inadequacy of profits in any year, set out in the Draft Agreement prepared in that behalf and submitted to this meeting and initialed by the Chairman for the purpose of identification, the broad details of which are given in the Explanatory Statement in respect of this item of the Notice, is hereby specifically approved with liberty to the Board to vary or increase the terms & conditions of the remuneration including salary, commission, perquisites, etc. and appointment and /or the Agreement in such manner as may be agreed to between the Board and Mr. Ravi Sanjay Jogi in the best interest of the Company within the limitations in that behalf as contained in Schedule V to the Act or any amendments thereof or otherwise as may be permissible at law and that the Agreement, when finalized be executed by the Company by affixing its common seal thereon in accordance with the relevant provisions contained in the Article of Association of the Company."

**"RESOLVED FURTHER THAT** any of the Director and/or Company Secretary of the Company be and is hereby jointly or severally to do all the acts, deeds and things which are necessary to give effect to the above said resolution."

#### 4. Ratification of Remuneration to Cost Auditor :

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2015 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), payment of remuneration as decided between the company and auditor M/s. N. Ritesh & Associates, Cost Accountants (Registration No. 26963), who were appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2023-2024, be and is hereby ratified and confirmed.”

## 5. Approval for Related Party Transaction:

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 provision of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions if any, read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”) and Company Policy on Related Party Transaction(s), approval of shareholders be and is hereby accorded to the Board of Director of the Company to enter into contract(s)/arrangement(s)/transaction(s) with M/s. Vinayak Clothings Private Limited and / or M/s. SKI Realty LLP a related Party within the meaning of Companies Act, 2013 and SEBI Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015 for Purchase of Partially Oriented Yarn (POY), Fabrics, other materials, capital goods and sell of Texturized Yarn, Twisted Yarn, Fabrics and capital goods and also commission, rent, Job work and other services on such terms and conditions as the Board may deem fit, up to a maximum aggregate value of ₹100 crore for purchase, ₹ 100 crore for sell, ₹ 15 crore for Commission, ₹ 2 crore each for Rent Paid and Rent Received and ₹ 10 crore for Job Work for the Financial Year 2023-24, provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

**RESOLVER FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the power conferred on it by or under this resolution to any Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

## 6. Approval to authorise board for making of any investment / giving any loan or guarantee / providing Security under section 186 of the Companies Act, 2013:

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 186 of the Companies Act, 2013 (“the Act”) read with relevant rules made as applicable thereunder and any other applicable provisions of the Act, including any modification(s) thereto or re-enactments) thereof for the time being in force, subject to the provisions of the Memorandum and Articles of Association of the company and subject to Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”) and subject to such other approvals and sanctions as may be necessary, the consent of the members of the company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as “the Board” which term shall include any Committee thereof) to give any loan(s) and/or any guarantee(s) and/or to provide any security(ies) in connection with any loan(s) to any other body corporate or person and/or to make any further investments/acquisitions by way of subscription, purchase or otherwise, the securities (including equity shares, preference shares, debentures, or any other kind of instruments, whether convertible or not) of other body corporate, up to an amount of INR 200 crore (Indian Rupees Two Hundred Crores only) which is over and above the limits available to the company of sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more, and remaining outstanding at any point of time.

**RESOLVED FURTHER** that the Board of Directors is hereby authorized to decide, from time to time, the amounts to be invested, loans / guarantees to be given and securities to be provided to any person and / or bodies corporate within the above mentioned limits, finalize terms and conditions, execute necessary documents, delegate all or any of these powers to any Sub-Committee/ Director(s) / Officer(s) of the Company, settle any question, difficulty or doubt that may arise in this regard and do all acts, deeds and things which it considers proper for giving effect to this resolution."

**7. Approval to give Loan, Gurantee or security made by the company to person in whom any of the Director of the Company is interested under section 185(2) of the Companies Act, 2013 :**

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 179, 185 and 186 read with Companies (Meetings of board and its powers )Rules, 2014 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications, enactments therein for the time being in force), subject to the provisions of the Memorandum and Articles of Association of the company and subject to Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulation")the consent of the members, be and is hereby accorded to give Loan to M/s. Vinayak Clothings Private Limited bearing CIN: U17116MH2005PTC157040 and/or M/s. SKI Buildcon Private Limited bearing CIN: U45202MH2008PTC188782 and / or M/s. SKI Commercial LLP vide CIN: AAY-4486 a group company incorporated under the Companies Act, 1956 (referred as "Company") and LLP Act, 2008 (referred as "LLP") respectively, in which the directors of the company are interested in terms of Section 185 of the Act, upto an aggregate amount of ₹ 25 Crore each (Rupees Twenty Five Crore Only) in one or more tranches for the principal business activities of company / LLP, on such terms and conditions as the Board may consider fit and proper.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loan including the timing, amount and other terms and conditions of such loan, do such actions and deeds as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do and perform all such other acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or any other person as it may deem fit subject to the provision of the Act.

**RESOLVED FURTHER THAT** the Directors be and are hereby severally authorized to issue a 'true copy' of the resolution to the concerned authorities /parties as may be necessary and they be requested to act thereon and file necessary e-forms with the Ministry of Corporate of Affairs as may be required for giving effect to the aforesaid resolution."

**By Order of the Board of Directors  
For Shekhawati Poly-Yarn Limited**

**Place : Mumbai**  
**Date : July 28, 2023**

**Sd/-  
Meena A. Agal  
Company Secretary & Compliance Officer**

**Registered Office:-**

Survey No. 185/1, Naroli Village,  
Near Kanadi Phatak,  
Dadra & Nagar Haveli,  
Silvassa. 396 235 India

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and circular No. 02/2021 dated January 13, 2021, 8<sup>th</sup> December 2021, 14<sup>th</sup> December 2021, 5<sup>th</sup> May 2022 and December 28, 2022 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/202079 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively "SEBI Circular"), have permitted companies that physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM) subject to compliance of various conditions mentioned therein. Hence the forthcoming 32<sup>nd</sup> AGM of the Company scheduled to be held on Friday, 15<sup>th</sup> September, 2023 at 12.30 p.m. (IST) through video Conferencing ("VC") or other audio visual means ("OAVM"). Hence Members can attend and participate in the ensuing 32<sup>nd</sup> AGM through VC/OAVM.
2. Pursuant to the Circular No. Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India ("SEBI") the facility to appoint proxy to attend and cast vote for the members is not available for this 32<sup>nd</sup> AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the 32<sup>nd</sup> AGM through VC/OAVM and participate and cast their votes through e-voting.
3. The Members can join the ensuing 32<sup>nd</sup> AGM in the VC/OAVM mode 30 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 32<sup>nd</sup> AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the ensuing 32<sup>nd</sup> AGM without restriction.
4. The attendance of the Members attending the 32<sup>nd</sup> through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In line with the Ministry of Corporate Affairs (MCA) Circular collectively, the Notice calling the 32<sup>nd</sup> AGM has been uploaded on the website of the Company at [www.shekhawatiyarn.com](http://www.shekhawatiyarn.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the 32<sup>nd</sup> AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. 32<sup>nd</sup> AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular collectively and Securities and Exchange Board of India ("SEBI") ("Circular of SEBI collectively").
7. Corporate Members intending to send their authorized representative to attend the Meeting are requested to submit a duly certified copy of the Board Resolution/ Power of Attorney/other valid authority, authorising their representative to attend and vote along with specimen signature of Authorised representative(s) by e-mail to [compliance@shekhawatiyarn.com](mailto:compliance@shekhawatiyarn.com) before the commencement of the 32<sup>nd</sup> AGM.

8. Details of the Directors seeking appointment/re-appointment at the 32<sup>nd</sup> AGM are provided in "**Annexure**" of this Notice. The Company has received the requisite consent/declarations for the appointment/re-appointment under the Companies Act, 2013 and the rules made thereunder.
9. The Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the Meeting, is annexed hereto.
10. In case of joint holders attending the 32<sup>nd</sup> AGM, the member whose name appears as the first holder in the order of names as per Register of Member will be entitled to vote, provided the votes are not already cast by remote e-voting.
11. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Corporate Office of the Company during the Business hours on all working days except Saturday and Sunday up to the date of the 32<sup>nd</sup> Annual General Meeting.
12. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 09, 2023 to Friday, September 15, 2023 (both days inclusive) in connection with 32<sup>nd</sup> Annual General Meeting.
13. Members who would like to express their views/ask question during the 32<sup>nd</sup> AGM may register themselves as a speaker by sending their request, mentioning their name, demat account no./folio number, email id, mobile number at [compliance@shekhawatiyarn.com](mailto:compliance@shekhawatiyarn.com) between September 08, 2023 to September 13, 2023. The shareholder do not want to speak during the AGM but have queries may send their queries mentioning their name, demat account number/folio number, email ID, mobile number to [compliance@shekhawatiyarn.com](mailto:compliance@shekhawatiyarn.com). These queries will be suitably replied to by the Company by Email.
14. Those shareholder who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting for a maximum time of 3(three) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speaker and number of questions depending on the availability of time for the AGM.
15. In accordance with MCA Circulars collectively and SEBI Circular collectively, the Notice of 32<sup>nd</sup> AGM along with the Annual Report for 2022-23 inter alia indicating the process and manner of remote e-voting and voting through video conferencing is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company's Registrar & Share Transfer Agents, Link Intime (India) Pvt. Ltd. ("RTA") / Depositories. Members may note that the Notice of the 32<sup>nd</sup> AGM along with the Annual Report 2022-23 is also available for download on the website of the Company at [www.shekhawatiyarn.com](http://www.shekhawatiyarn.com) and on the websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
16. For receiving all communication (including Notice and Annual Report) from the Company electronically:
  - (a) Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company/ RTA are requested to register/ update the same by writing to the Company/ RTA with details of folio number and attaching a self-attested copy of the PAN Card at [compliance@shekhawatiyarn.com](mailto:compliance@shekhawatiyarn.com) or to the Company's RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
  - (b) Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depositories

17. Members will be able to attend the 32<sup>nd</sup> AGM on September 15, 2023 through VC/ OAVM or view the live webcast by logging on to the e-voting website of NSDL at [www.evotingindia.com](http://www.evotingindia.com) by using their e-voting login credentials. On this page, click on the link Shareholders / Members, the Video Conferencing/ webcast link would be available.
18. The members are requested to get their physical shares dematerialized, since vide SEBI Circular dated June 08, 2018 read with SEBI Circular dated December 03, 2018 with effect from April 01, 2019, except in case of transmission or transposition, the securities shall not be transferred unless they are held in the dematerialised form.
19. To prevent fraudulent transactions, members are advised to intimate immediately any change in their address to Company's Registrar and Share Transfer Agents M/s Link Intime (India) Private Limited, C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083 Tel 022-49186000 Fax No. 022-4918 6060. Members holding shares in the electronic form are advised to inform change in address directly to their respectively depository participants.
20. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Company's RTA.
21. Remote e-voting Facility:-
  - a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read along with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through remote e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting') will be provided by National Securities Depository Limited (NSDL).
  - b. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. September 8, 2023.
  - c. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
  - d. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on September 8, 2023 (cut-off date ) only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting through ballot paper.
  - e. Mr. Prabhat Maheshwari of M/s. GMJ & Associates, (Membership No. 2405), Practicing Company Secretary has been appointed as a Scrutinizer for conducting the remote e-voting and voting through video conferencing in fair and transparent manner.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, September 12, 2023 at 10:00 A.M. and ends on Thursday, September 14, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 08, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 08, 2023.

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

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





#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

| Type of shareholders  | Login Method   |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are 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></li> <li>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> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> |

| Type of shareholders   | Login Method   |
|--|--|
|  | <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;">  <b>App Store</b>  <b>Google Play</b> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>   |
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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. NSDL and CDSL.**

| <b>Login type</b>  | <b>Helpdesk details</b>   |
|--|---|
| 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000     |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 2255 33 |

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

| <b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b> | <b>Your User ID is:</b>   |
|---|---|
| a) For Members who hold shares in demat account with NSDL.            | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.   |
| b) For Members who hold shares in demat account with CDSL.            | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12***** then your user ID is 12*****   |
| c) For Members holding shares in Physical Form.                       | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, home page of e-voting will open

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs@gmj.co.in](mailto:cs@gmj.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [compliance@shekhawatiyarn.com](mailto:compliance@shekhawatiyarn.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [compliance@shekhawatiyarn.com](mailto:compliance@shekhawatiyarn.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 32<sup>nd</sup> AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the 32<sup>nd</sup> AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [compliance@shekhawatiyarn.com](mailto:compliance@shekhawatiyarn.com). The same will be replied by the company suitably.
6. Registration of Speaker related point needs to be added by company.
22. The results declared along with the report of the Scrutinizer will be placed on the website of the Company i.e. [www.shekhawatiyarn.com](http://www.shekhawatiyarn.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be immediately forwarded to the BSE Ltd. and National Stock Exchange of (India) Ltd, Mumbai.
23. Mrs. Meena Agal, Company Secretary and Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this Annual General Meeting including e-voting. Her contact details and Address : Corporate Office of the Company i.e. Express Zone, Unit No. 1102/1103, Patel Vatika, Off. W.E. Highway, Malad (E), Mumbai – 400 097 Telephone No.: 022-66940626 E-mail : [compliance@shekhawatiyarn.com](mailto:compliance@shekhawatiyarn.com)
24. Members are requested to intimate Registrar and Share Transfer Agent M/s Link Intime (India) Private Limited for consolidation of their folios, in case they are having more than one folio alongwith copy of PAN card.

**By Order of the Board of Directors  
For Shekhawati Poly-Yarn Limited**

**Place : Mumbai**  
**Date : July 28, 2023**

**Sd/-**  
**Meena A. Agal**  
**Company Secretary & Compliance Officer**

**Registered Office:-**

Survey No. 185/1, Naroli Village, Near Kanadi Phatak,  
Dadra & Nagar Haveli, Silvassa. 396 235 India

**Explanatory Statement  
(Pursuant to Section 102 of the Companies Act, 2013)**

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying Notice:

**Item No. 3**

Mr. Ravi Sanjay Jogi was appointed as Whole - Time Director of the company w.e.f. September 3, 2018 to hold office for a term upto September 03, 2023 to manage and control the functions of the Company. His term expires on September 03, 2023 and proposed further for re-appointment as Whole - Time Director is subject to approval in the ensuing Annual General Meeting of the Company.

The terms and conditions of the appointment of Mr. Ravi Sanjay Jogi as the Company's Whole - Time Director are embodied in the draft Agreement ('the Agreement') entered into between the Company and Mr. Ravi Sanjay Jogi and same was approved by Nomination and Remuneration Committee and Board of Directors. The material terms of which may be summarized as follow :

1. Terms of Office of Mr. Ravi Sanjay Jogi as a Whole - Time Director of the Company for a period of 5 (Five) years w.e.f. September 3, 2023 and re -appointment of Mr. Ravi Sanjay Jogi shall be liable to retirement by rotation.
2. Mr. Ravi Sanjay Jogi shall subject to the superintendence, control and directions of the Board of Directors of the Company shall perform the duties and exercise the powers referable or in relations thereto and shall also perform such other duties and exercise such further powers as may from time to time be entrusted to or conferred upon him by the board either alone or jointly with any other person or persons as the Board shall determine and shall devote the whole of his time and attention to the business and affairs of the Company and shall to the best of his skill and ability serve and promote the interests of the Company. In consideration of his services as the Company's Whole - Time Director, Mr. Ravi Sanjay Jogi shall be entitled to receive the following remuneration from the Company. The remuneration will comprise of Salary, commission, perquisites, Bonus, other benefits & allowances as mentioned below :
3. Remuneration : Upto ₹ 2,00,000/- p.m. (Rupees Two Lac Only) per month. The above salary is exclusive of various allwances, reimbursements like Leave Travel Allowance, Commutation Allowance, House Rent Allowance and Company leased car & accommodation etc. which can be plan according to the policy of the company. The Fixed Salary is exclusive of Bonus, Perquisites, Provident Fund, Pension Fund as per the company policy.
4. In the event of absence or inadequacy of profits of the Company in any Financial year during the term of Mr. Ravi Sanjay Jogi appointment hereunder, (a) subject to the approval of Central Government the remuneration payable to him shall not be reduce and (b) if he approval of Central Government as stated in (a) is not received, the remuneration payable to Mr. Ravi Sanjay Jogi shall be the maximum amount permitted as per Schedule V of the Companies Act, 2013.
5. Remuneration specified herein, shall be payable to the Whole - Time Director notwithstanding the inadequacy of or no profits in any financial year during the currency of tenure of his office as such.
6. Mr. Ravi Sanjay Jogi, Whole - Time Director shall not so long as he functions as the Whole - Time Director of the Company be entitled to receive any fee(s) for attending Meeting of Board or a Committee thereof from the date of his appointment, however he shall be entitled to reimbursement of expenses in connection with the business of the Company.

7. Mr. Ravi Sanjay Jogi satisfies all the conditions set out in part –I of schedule V to the Act as also condition set out under sub-section (3) of the Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution except Mr. Ravi Sanjay Jogi.

The Resolution seeks the approval of member in terms of section 196, 197 and 203 read with schedule V and other applicable provisions of Companies Act, 2013 and (Appointment and Remuneration of Managerial Personnel) Rule 2014 made their under for his appointment as Whole - Time Director.

#### Item No.4

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the re-appointment and remuneration of M/s. N. Ritesh & Associates, Cost Accountants (Registration No. M/26963), to conduct the audit of the cost records of the Company for the financial year ended March 31, 2023. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the year 2023-24 as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

#### Item No.5

To ensure availability of raw material, improve supply chain system, smooth functioning of day to day business and maximum utilization of company infrastructure, your Company proposes to enter into Related Party Transaction for Purchase of Partially Oriented Yarn (POY), Fabrics, other materials, capital goods and sell of Texturized Yarn, Twisted Yarn, Fabrics and capital goods and also commission, rent, Job work and other services on such terms and conditions as the Board may deem fit, up to a maximum aggregate value of ₹100 crore for purchase, ₹ 100 crore for sell, ₹ 15 crore for Commission, ₹ 2 crore each for Rent Paid and Rent Received and ₹ 10 crore for Job Work for the Financial Year 2023-24.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will required prior approval of Shareholders through Special resolution, if the aggregate value of transaction amount to 10% or more of the Annual Turnover of the company as per last audited Financial Statements of the Company. Accordingly, transaction(s) entered into with VCPL comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulation, 2015.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into your company with VCPL in the financial year 2023-24.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014 as amended till date, particulars of the transaction(s) with VCPL are as follows:

| Sr. | Particulars   | Remarks   |
|-----|---|---|
| 1   | Name of Related Party   | M/s. Vinayak Clothings Private Limited and/or<br>M/s. SKI Realty LLP  |
| 2   | Name of Director or KMP who is related  | Mr. Mukesh Ramniranjan Ruia   |
| 3   | Nature of Relationship  | Relative is Director  |
| 4   | Nature, Material terms, monetary value and particulars of the Contract or arrangement | <ul style="list-style-type: none"> <li>Contract for purchase of raw Material POY, Fabrics and other materials of ₹ 100 crore for the Financial year 2023-24.</li> <li>Contract for sale of Texturized yarn, Twisted Yarn, Fabrics, other Assets of ₹ 100 crore for the Financial year 2023-24.</li> <li>Other services including Job Work of ₹ 10 crore, Commission of ₹ 15 crore and Rent Paid and Received of ₹ 2 crore each for the Financial year 2023-24.</li> </ul> |

The Board of Directors recommend the Special Resolution set out at Item No. 5 of the Notice for approval by the Members

The Directors of the Company are concerned and interested in the aforesaid resolution to the extent of their directorship and/or shareholding, if any. Except that none of the directors and key managerial personnel of the Company including their relatives are, in anyway, concerned or interested in the said resolution.

#### Item No.6

Pursuant to the provisions of Section 186 of the Companies Act, 2013, a company can give any loan, guarantee, provide security or make investment in shares, debentures etc. up to an amount of 60% of its paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is higher.

A company may give loan, guarantee, provide security or make investment in shares, debentures etc. exceeding the above limits with the prior approval of shareholders by means of a special resolution.

In terms of Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014, the above limits are not applicable in case a company gives loan or guarantee or provides security to its wholly owned subsidiary companies or joint venture companies or makes investment in securities of its wholly owned subsidiary companies.

The Board of Directors in its meeting held on July 28, 2023 subject to approval of shareholders in the ensuing Annual General Meeting to be held on September 15, 2023 to approve giving of any loan, guarantee or making investment in shares, debentures etc. upto an amount of ₹ 200 Crore (Rupees Two Hundred Crore) over and above which is (i) the aggregate of free reserves and securities premium account, and (ii) the aggregate outstanding amount of loans/ guarantees/ securities/ investments given/ provided/ made to/ in wholly owned subsidiary companies and joint venture companies, from time to time.

Accordingly, the Board of Directors in its meeting held on July 28, 2023 approved the threshold limit upto ₹ 200 crore, subject to approval of the Shareholders. The resolution set out at Item No. 6 is recommended for approval of the members as a special resolution.

The Directors of the Company are concerned and interested in the aforesaid resolution to the extent of their directorship and/or shareholding, if any. Except that none of the directors and key managerial personnel of the Company including their relatives are, in anyway, concerned or interested in the said resolution.

**Item No.7**

The Company is expected to render support for the business requirements of other companies in the group (i.e. M/s. Vinayak Clothings Private Limited and/or M/s. SKI Buildcon Private Limited and/or M/s. SKI Commercial LLP entities in which directors of the Company are interested as per the provisions of section 185 of the Companies Act, 2013), from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the Group.

In the light of amendments notified, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested in respect of loans taken by such entities, for their principal business activities.

Accordingly, in order to meet the funding requirements and ensure necessary compliances of the provisions of the Companies Act, 2013, the Board of Directors, hereby proposes to grant loans or provide guarantee/security to these above mentioned entity upto an aggregate amount of Rs. 25 crore (Rupees Twenty Five Crore) each.

Hence, in order to enable the company to advance loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested to any entity of the group, in which Directors of the company are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution. The Board recommends the Special Resolution set out at item no. 7 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the body corporate(s) in which investment may be made or loan/ guarantees may be given pursuant to this special resolution.

**ANNEXURE**

Details of Director seeking appointment /re-appointment or whose terms of remuneration are being revised at the 32nd Annual General Meeting to be held on September 15, 2023

**[Pursuant to Regulation 36 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2:]**

|                                    |   |
|------------------------------------|---|
| <b>Name</b>                        | : <b>Mr. Ravi Sanjay Jogi</b>   |
| <b>Age</b>                         | : 35 Years (June 5, 1988)   |
| <b>Date of Appointment</b>         | : August 10, 2013   |
| <b>Qualification</b>               | : Bachelor of Engineering (Information: Bachelor of Engineering (Information Technology) from Mumbai University and MBA in Marketing & Operations from Foundation for Liberal & Management Education. |
| <b>Other Directorship</b>          | : NIL   |
| <b>Shareholding in the Company</b> | : 1,000   |

|   |  |
|---|--|
| <b>Names of the Listed Companies in which he holds Directorship/ Committee Membership</b> | : <b>Director in:</b><br>Shekhawati Poly-Yarn Limited<br><b>Committee Membership:</b><br>Nil   |
| <b>Experience in Specific</b>   | : Mr. Ravi Sanjay Jogi has a good knowledge in the field of Marketing and Operation.   |
| <b>Job Profile &amp; Suitability</b>  | : To Manage and control function of Company under the superintendence, control and directions of the Board of Directors ('the Board') of the Company in the field of Marketing and Operations. |
| <b>Terms and conditions of re- appointment</b>  | : Revision in term and condition of appointment.   |
| <b>Details of meeting attended and Remuneration</b>                                       | : Details are mentioned in the Corporate Governance Report.  |
| <b>Discloure of relationship between Director</b>   | : There is no inter - se relationship between Directors  |

|   |  |
|---|--|
| <b>Name</b>   | : <b>Mr. Mukesh Ramniranjan Ruia</b>   |
| <b>Age</b>  | : 51 Years (February 1, 1972)  |
| <b>Date of Appointment</b>  | : March 2, 2015  |
| <b>Qualification</b>  | : B.Com. from Mumbai University<br>Diploma in Computer by NIIT & Course of Import – Export from "The Indo American Society" and course in Weaving & Designing Conducted by SASMIRA.          |
| <b>Other Directorship</b>   | : NIL  |
| <b>Shareholding in the Company</b>  | : 8,55,00,000  |
| <b>Names of the Listed Companies in which he holds Directorship/ Committee Membership</b> | : <b>Director in:</b><br>Shekhawati Poly-Yarn Limited<br><b>Committee Membership:</b><br>Audit Committee<br>Stakeholders Relationship Committee<br>Corporate Social Responsibility Committee |
| <b>Experience in Specific</b>   | : Experience of 32 years in Textile Industry.  |
| <b>Terms and conditions of Appointment</b>  | : Appointed as a Director liable to retire by rotation.  |
| <b>Job Profile &amp; Suitability</b>  | : To Manage and control function of Company under the superintendence, control and directions of the Board of Directors ('the Board') of the Company in all the field of Company.            |
| <b>Details of meeting attended and Remuneration</b>                                       | : Details are mentioned in the corporate governance report   |
| <b>Discloure of relationship between Director</b>   | : There is no inter - se relationship between Directors  |

**By Order of the Board of Directors  
For Shekhawati Poly-Yarn Limited**

**Place : Mumbai**  
**Date : July 28, 2023**

**Sd/-**  
**Meena A. Agal**  
**Company Secretary & Compliance Officer**