

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the members of **Shekhawati Poly -Yarn Limited** will be held on 2nd July, 2024 at 12.30 p.m. IST (Indian Standard Time) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended on March 31, 2024 including Balance Sheet as at March 31, 2024 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. Ravi Sanjay Jogi, (DIN No.06646110), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

AS SPECIAL BUSINESS

3. To re-appointment of Mr. Mukesh Ramniranjan Ruia as Chairman & Managing 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 June 5, 2024 and the shareholders approval be and is hereby accorded to the re-appointment of Mr. Mukesh Ramniranjan Ruia (holding DIN No. 00372083) as a Chairman & Managing Director of the Company for further period of 5 (Five) years w.e.f. March 02, 2025 on the terms and conditions, inclusive expressly the remuneration payable to him as a Chairman & Managing 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. Mukesh Ramniranjan Ruia 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. To 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 2024-2025, be and is hereby ratified and confirmed.”

5. To re-appointment of Mr. Sushil Kumar Poddar (DIN No. 03605830) as an Independent Director for 5 consecutive years :

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, read with the Article of Association of the Company and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018, Mr. Sushil Kumar Poddar (DIN No. 03605830), crossed the age of 75 years proposed for re-appointment with effect from the conclusion of this Annual General Meeting for second term of 5 years subject to approval of Members. Mr. Sushil Kumar Poddar who has given his consent for re-appointment as Independent Director, in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing him as a Director of the Company, not liable to retire by rotation and to hold office for another 5 (five) consecutive years.”

6. To approve Change in the name of the Company and consequent amendments in the Memorandum of Association and Articles of Association 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 4, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules framed thereunder including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force and applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification or variation thereof or any other applicable law(s), regulation(s), guideline(s) and subject to the such approvals, consents, sanctions and permissions as may be required from the Central Government, or appropriate regulatory and statutory authorities, as necessary, the consent of the Members of the Company be and are hereby accorded to change the name of the Company from ‘SHEKHAWATI POLY-YARN LIMITED’ to ‘SHEKHAWATI INDUSTRIES LIMITED’.

RESOLVED FURTHER THAT consequent to the change of name as aforesaid, Clause I of the Memorandum of Association of the Company i.e. Name Clause be substituted by the following New Clause I:

Clause I – The name of the Company is SHEKHAWATI INDUSTRIES LIMITED.

RESOLVED FURTHER THAT the name ‘Shekhawati Poly-Yarn Limited’ wherever it occurs in the Memorandum of Association and Articles of Association of the Company and other relevant documents, papers, and places of the Company, as applicable, be substituted by the new name ‘Shekhawati Industries Limited’.

RESOLVED FURTHER THAT the Board of Directors of the Company (‘the Board’), which includes any Committee of the Board, or Company Secretary, any officer/executive/representative and/or any other person

so authorized by the Board be and is hereby severally authorized on behalf of the Company to make the necessary application(s), to sign, execute and file all such application, forms, papers, documents and writings, as may be considered necessary or expedient, with the Registrar of Companies, Stock Exchanges and such other authorities as may be required for time to time and do such acts, deeds, in its absolute discretion including any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent, including power to sub-delegate its authority, to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders in order to give effect to the foregoing resolution or otherwise as may be considered necessary and deem fit by the Board to be in the best interest of the Company and to settle any questions, issues, difficulties or doubts that may arise in this regard without further consent or approval of the members of the Company and to do all such acts, deeds, matters and things as may be required in this connection.”

7. To Alter in Object Clause of the Memorandum of Association 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 13 and all other applicable provisions of Companies Act, 2013, and the rules framed there under including any statutory modifications or re-enactment thereof, for the time being in force, and subject to the necessary registrations, approvals, consents, permissions and sanctions, if any, by Registrar of Companies, and any other authority as may be necessary, the consent of the members of the Company be and are hereby accorded, to alter the Clause III (A) of the existing Memorandum of Association of Company i.e. ‘The Main Objects of the Company to be pursued by the Company on its incorporation’ by inserting the new sub-clause 4 after the existing sub-clause 3 as follows.

4. To carry on the business of Real Estate sector, Construction, purchase, acquire, hold, conceptualize, plan, develop, construct, build, repair, reclaim, redevelop, remodel, erect, demolish, enlarge, grades curve, pave, macadamize and maintain, market, brand, sell, broker, invest, disinvest, technical monitoring, financial monitoring, project management, take on lease or in exchange or in any other lawful manner any area, land, building, structures, all kinds of movable or immovable properties, tangible and intangible assets or otherwise acquire, lease hold or freehold and hold any lands, building or otherwise any real or personal property, rights or privileges, and rights of way, easement, licence, concessions and privileges, patents, patent right and to carry on to construct, erect, build, repair, re-model, demolish, civil work, plumbing, fire-fighting, electrician, painting, interior work, Home Décor, Turnkey project, furniture, government liaising, develop, improve, consult, grades, pave, macadamize, cement and maintain building whether residential, commercial or industrial, structures, houses, apartments, flats, tenements, towers, Complexes, Bungalows, row houses, farm houses, resorts, Offices, Godowns, Garages, Warehouses, Industrial Galas, Shops, Cinemas Theatre, hospitals, schools, Restaurants, Motels and Hotels or others structures of whatsoever description, places of worship, highways, roads, paths, streets, sideways, courts, alleys, pavements, lands and to do construction, levelling or paving work, and for these purposes to and to act as builders, land and property developers, property managers, advisors, estate agent, consultants, developers, contractors, designers, decorators, erectors and builders of various infrastructure and construction projects and work on commission on above matters and to provide construction project planning, engineering procurement contract, worker management, quality check, installation, providing Mechanical Electrical Plumbing solutions, providing network of innovative and high performing civil engineers and execution specialists and deal in all kind of construction materials, tools, instruments, machineries.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps to obtain consent(s) from requisite authority(ies) in respect of the aforesaid alteration(s) of the Object Clause of the Memorandum of Association of the Company and to agree to such modification, terms and conditions in the proposed new clause(s) as may be directed by the said authority(ies) and to modify the same accordingly without further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company ('the Board'), which includes any Committee of the Board, or Company Secretary, any officer/executive/representative and/or any other person so authorized by the Board be and is hereby severally authorized on behalf of the Company to make the necessary application(s), to sign, execute and file all such application, forms, papers, documents and writings, as may be considered necessary or expedient, with the Registrar of Companies, Stock Exchanges and such other authorities as may be required for time to time and do such acts, deeds, in its absolute discretion including any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent, including power to sub-delegate its authority, to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders in order to give effect to the foregoing resolution or otherwise as may be considered necessary and deem fit by the Board to be in the best interest of the Company and to settle any questions, issues, difficulties or doubts that may arise in this regard without further consent or approval of the members of the Company and to do all such acts, deeds, matters and things as may be required in this connection."

8. To approve Shifting of the registered office of the Company from one state to another and consequent amendments in the Memorandum of Association 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 12 and 13 and other applicable provisions of the Companies Act 2013 read with the Rule 30 of the Companies (Incorporation) Rules, 2014 including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force and any other applicable laws, regulations, policies or guidelines, the provisions of the Memorandum and Articles of Association of the Company and subject to the confirmation by Central Government (Power delegated to Regional Director) and any other authority as may be prescribed from time to time, subject to such approvals, consents, sanctions and permissions as may be required under the provisions of the said Act or under any other law for the time being in force and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of them while granting such confirmation, approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company be and are hereby accorded for shifting of Registered Office of the Company from the Union Territory of Dadra and Nagar Haveli to the state of Maharashtra i.e. from the jurisdiction of Registrar of Companies, Ahmedabad to the jurisdiction of Registrar of Companies, Mumbai, Maharashtra.

"RESOLVED FURTHER THAT consequent to the shifting of registered office as stated above, clause II of the Memorandum of Association of the company be and is hereby by altered by replacing the existing clause with the new Clause II as follow :

Clause II - The Registered office of the Company will be situated in the State of Maharashtra, within the jurisdiction of Registrar of Companies, Mumbai, Maharashtra.

RESOLVED FURTHER THAT any of the Directors and / or the Company Secretary of the Company, be and are hereby severally authorized to make an application to Central Government (Regional Director) and to make a public notice in newspaper in INC-26 and to send notice / intimation to Registrar of Companies and/or any other regulatory authority, if any, and/or to creditors, debenture holders, if any, of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company ('the Board'), which includes any Committee of the Board, or Company Secretary, any officer/executive/representative and/or any other person so authorized by the Board be and is hereby severally authorized on behalf of the Company to make the necessary application(s), to sign, execute and file all such application, forms, papers, documents and writings, as may be considered necessary or expedient, with the Registrar of Companies, Regional Director, Stock Exchanges and such other authorities as may be required for time to time, including selection of location of the registered

office of the Company within the jurisdiction of Registrar of Companies, Maharashtra, Mumbai and do such acts, deeds, in its absolute discretion including any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent, including power to sub-delegate its authority, to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders in order to give effect to the foregoing resolution or otherwise as may be considered necessary and deem fit by the Board to be in the best interest of the Company and to settle any questions, issues, difficulties or doubts that may arise in this regard without further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as may be required in this connection.”

9. Approval of the Consolidation of Equity Shares of the Company from face value of ₹ 1/- each to face value of ₹ 10/- each and Alteration of the Capital Clause in Memorandum of Association 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 13, 61(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”), including any statutory modification(s) and re-enactment(s) thereof for the time being in force and other applicable approval(s), sanction(s) of the appropriate statutory or regulatory authorities as may be required in this regard, consent of the members of the Company be and is hereby accorded for consolidation of existing 10 (Ten) Equity shares having face value of ₹ 1/- (Rupee One Only) each into new 1 (One) Equity share having face value of ₹ 10/- (Rupees Ten Only) each, which shall rank pari passu in all respect with the existing Equity Shares of the Company.”

“**RESOLVED FURTHER THAT**, pursuant to the Consolidation of Equity Shares of the Company with effect from the record date as determined by the Board of Directors, each existing Equity Share of the Company of face value of ₹ 1/- (Rupee One Only) each in the Authorised, Issued, Subscribed and Paid-up Share Capital shall stand consolidated into new 1 (One) Equity Share of face value of ₹ 10/- (Rupees Ten Only) each.”

Particulars	Pre-consolidation of Equity Shares			Post- consolidation of Equity Shares		
	No. of Shares	Face Value (in ₹)	Total Share Capital (in ₹)	No. of Shares	Face Value (in ₹)	Total Share Capital (in ₹)
Authorised Share Capital	40,00,00,000	1/-	40,00,00,000	4,00,00,000	10/-	40,00,00,000
Issued, Subscribed and Paid-up share Capital	34,47,00,000	1/-	34,47,00,000	3,44,70,000	10/-	34,47,00,000

“**RESOLVED FURTHER THAT** upon the Consolidation of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the Face Value of ₹ 1/- (Rupee One only) each held in physical form, if any, shall be deemed to have been automatically cancelled with effect from the Record Date and the Board be and is hereby authorised to recall the same from the shareholders, if necessary, and to issue new Shares certificates in lieu thereof, with regard to Consolidated Equity Shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended), clause 3 of Articles of Association and other applicable regulations and in the case of the Equity Shares held in the dematerialized form, the consolidated Equity Shares of the face value of ₹ 10/- (Rupees Ten only) each, fully paid up, shall be credited to the respective beneficiary accounts of the members with their Depository Participants and the Company shall take such corporate actions as may be necessary in relation to the existing Equity Shares.”

“**RESOLVED FURTHER THAT** (i) no member shall be entitled to a fraction of an equity share as a result of implementation of this resolution for consolidation of equity shares, and the Company or Registrar shall not issue any certificate in respect of any fractional equity shares. (ii) as regards any fractions arising from

consolidation of the equity shares, such fractions will be aggregated into whole equity shares (“Fractional Equity Shares”) and the number of Fractional Equity Shares so arising will be held by a trustee or escrow agent appointed for the benefit of the relevant shareholders or their respective legal heirs and, such the Fractional Equity Shares may be sold by the trustee or escrow agent, within a stipulated period on any of the stock exchanges where the equity shares of the Company are listed and traded, subject to the prevailing market price. Subject to applicable law, the net proceeds of the sale (after deduction of applicable expenses and taxes) of the Fractional Equity Shares shall be distributed amongst the shareholders who held such Fractional Equity Shares as on the Record Date, or their respective legal heirs, as may be determined, in proportion to their respective fractional entitlements.

RESOLVED FURTHER THAT the consolidation of equity shares be determined on the basis of those shareholders whose names appear in the Register of Members as on Record Date or such other date as may be fixed by the Board of Directors of the Company in this regard (hereinafter referred to as the “Record Date”).

“RESOLVED FURTHER THAT the Board of Directors and the Key Management Personnel of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary including appointment of any trustees or escrow agents or such other person or agencies in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution as per the requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto and such other applicable provisions/ enactments and amendments from time to time, execution of all necessary documents with the Stock Exchanges and the Depositories and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the Consolidation of the Equity Shares as aforesaid or for any matters connected therewith or incidental thereto.”

“RESOLVED FURTHER THAT, the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

- V. (A) The Authorised Share Capital of the Company is ₹ 40,00,00,000/- (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each, with the rights, privileges and condition attaching thereto as are provided by the regulation of the company for the time being, with power to increase and reduce the capital of Company and to divide the share in the capital for the being into several classes and to attach thereto respective such preferential, deferred, qualified of special rights, privileges or conditions as may be determined by or in accordance with the regulation of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.”
- (B) The minimum paid-up capital of the company shall be ₹ 5,00,000/- (Rupees Five lacs only) divided into 50,000 (Fifty Thousands) equity shares of ₹ 10/- (Rupees Ten Only) each.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Directors of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorised for the purpose) be and is hereby authorised to take all such necessary steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

10. To approve for Material Related Party Transaction(s) :

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 the Company’s Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and Approval of the Audit Committee and Recommendation of the Board of Directors of the Company, 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 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, Property and sell of Texturized Yarn, Twisted Yarn, 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, Rs. 100 crore for sell, ₹ 15 crore for Commission, ₹ 2 crore each for Rent Paid and Rent Received, ₹ 10 crore for Job Work, ₹ 15 crore for purchase of property and ₹ 25 crore each for Loan Given and Taken from the Financial Year 2024-29 (Annual Limit), 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.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to the Audit Committee 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.”

11. To approve Material Related Party Transaction(s) :

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rules framed thereunder under (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time and the Company’s Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and Approval of the Audit Committee and Recommendation of the Board of Directors of the Company and such other approvals as may be required, the consent of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s) / arrangement(s) / transaction(s) with SKI Buildcon Private Limited, a company in which Director is interested, on such term(s) and condition(s) as the Board of Directors may deem fit, up to a maximum aggregate value of ₹ 5 crore 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.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to the Audit Committee 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.”

12. To approve Material Related Party Transaction(s) :

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time and the Company’s Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and Approval of the Audit Committee and Recommendation of the Board of Directors of the Company and such other approvals as may be required, the consent of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s) / arrangement(s) / transaction(s) with Advance Wood Processors Private Limited, a company in which Director is interested, on such term(s) and condition(s) as the Board of Directors may deem fit, up to a maximum aggregate value of ₹ 10 crores 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.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to the Audit Committee 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.”

13. To approve transactions under Section 185 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 Section 185 of the Companies Act, 2013 (as amended by Companies (Amendment) Act, 2017) (“said sections”) read with section 186 of Companies Act, 2013 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment thereof for the time being in force) 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 be deemed to include, unless the context otherwise required any committee of the Board or any Directors(s) or Officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) for advancing loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section (b) of Section 2 of the said section, of an aggregate outstanding amount not exceeding ₹ 200 crores (Rupees Two Hundred Crores only) at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

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

**Place : Mumbai
Date : June 5, 2024**

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

**Registered Office:-
Unit No. III, Survey No. 185/1, Naroli Village,
Near Kanadi Phatak, Dadra & Nagar Haveli,
Silvassa. 396 235 India**

NOTES:

1. In view of 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, 8th December 2021, 14th December 2021 and 5th May 2022, 09/2023 dated September 25, 2023 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 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (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 33rd AGM of the Company scheduled to be held on Tuesday, 2nd July, 2024 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 33rd 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 33rd AGM. Since the AGM will be held through VC in accordance with the Circulars. The route map, proxy form and attendance slip are not attached to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the 33rd AGM through VC/OAVM and participate and cast their votes through e-voting and 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 before the commencement of the 33rd AGM.
3. The Members can join the ensuing 33rd 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 33rd 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 33rd AGM without restriction.
4. The attendance of the Members attending the 33rd AGM 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 33rd AGM has been uploaded on the website of the Company at 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 and www.nseindia.com respectively and the 33rd AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
6. Details of the Directors seeking appointment/re-appointment at the 33rd AGM are provided in “Annexure A” 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.
7. 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.

8. In case of joint holders attending the 33rd 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.
9. 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 between 11.00 A.M (IST) to 2:00 P.M. (IST) on all working days except Saturday/ Sunday up to and inclusive of the date of the ensuing Annual General Meeting. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 are open for inspection during the 33rd AGM.
10. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, June 26, 2024 to Tuesday, July 2, 2024 (both days inclusive) in connection with 33rd Annual General Meeting.
11. Members who would like to express their views/ask question during the 33rd 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 between June 24, 2024 to June 26, 2024. 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. These queries will be suitably replied to by the Company by Email.
12. 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.
13. In accordance with MCA Circulars collectively and SEBI Circular collectively, the Notice of 33rd AGM along with the Annual Report for 2023-24 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 33rd AGM along with the Annual Report 2023-24 is also available for download on the website of the Company at 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 and www.nseindia.com respectively.
14. 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 or to the Company's RTA at rnt.helpdesk@linkintime.co.in.
 - (b) Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depositories
15. Members will be able to attend the 33rd AGM on July 2, 2024 through VC/ OAVM or view the live webcast by logging on to the e-voting website of NSDL at 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.

16. 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.
17. 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.
18. 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.
19. 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. June 25, 2024.
 - 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 June 25, 2024 (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 Saturday, June 29, 2024 at 10:00 A.M. and ends on Monday, July 1, 2024 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. June 25, 2024, 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 June 25, 2024.

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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="758 1649 1139 1866" style="text-align: center;">  <p>NSDL Mobile App is available on</p> <p>App Store Google Play</p> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 & 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 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 :

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

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

- a) If you are already registered for e-Voting, then you can 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.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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 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 with a copy marked to 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at 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.
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. 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 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 33rd AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the 33rd 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. The same will be replied by the company suitably.
 6. Registration of Speaker related point needs to be added by company.
 20. The results declared along with the report of the Scrutinizer will be placed on the website of the Company i.e. 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.
 21. 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
 22. 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 : June 5, 2024**

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

**Registered Office:-
Unit No. III, 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. Mukesh Ramniranjan Ruia was appointed as the Chairman & Managing Director of the Company for a period of 5 (Five years) on September 30, 2019 w.e.f March 02, 2020 to manage and control the functions of Company under the superintendence, control and directions of the Board of Directors ('the Board') of the Company. His term expires on March 02, 2025 and proposed further for re-appointment as Chairman & Managing Director subject to approval of members at the ensuing Annual General Meeting of the company.

The terms and conditions of the re-appointment of Mr. Mukesh Ramniranjan Ruia as the Company's Chairman & Managing Director are embodied in the draft Agreement ('the Agreement') entered into between the Company and Mr. Mukesh Ramniranjan Ruia 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. Mukesh Ramniranjan Ruia as the Chairman & Managing Director of the Company for a period of 5 (Five) years w.e.f . March 02, 2025 and re -appointment of Mr. Mukesh Ramniranjan Ruia shall be liable to retirement by rotation.
2. Mr. Mukesh Ramniranjan Ruia 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 Chairman & Managing Director, Mr. Mukesh Ramniranjan Ruia 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 : Not to exceed ₹ 1,00,00,000/- (Rupees One Crore Only) p.a. & the Board of Directors be and is hereby authorised to vary or increase the remuneration from time to time within the limits of Schedule V of the Companies Act, 2013. The salary is exclusive of various allowances, reimbursements like Leave Travel Allowances, Medical Allowances, 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. Mukesh Ramniranjan Ruia appointment, remuneration payable to him by way of salary including perquisites and allowances shall be the maximum amount permitted as specified under Section II of Part II of Schedule V of the Companies Act, 2013.
5. Mr. Mukesh Ramniranjan Ruia, Chairman & Managing Director shall not so long as he functions as the Chairman & Managing 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.

6. Mr. Mukesh Ramniranjan Ruia 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.

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 Chairman & Managing Director.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested in the said resolution except Mr. Mukesh Ramniranjan Ruia.

The agreement between the Company and Mr. Mukesh Ramniranjan Ruia, Chairman & Managing Director providing the terms and conditions of his appointment and remuneration is available for inspection by the members of the Company at the Corporate Office between 11.00 a.m. to 2.00 p.m. on any working day of the Company except Saturday/ Sunday up to and inclusive of the date of the ensuing Annual General Meeting.

Your Directors recommend the resolution as a Special Resolution for the member's approval.

Item No.4

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the 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, 2025. 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 2024-25 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.

Your Directors recommend the resolution as a Ordinary Resolution for the member's approval.

Item No. 5

Pursuant to the provision of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, read with the Article of Association of the Company and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and as per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), with effect from April 1, 2019, no listed company shall appoint or continue the directorship of Non Executive Director who has attained the age of 75 (Seventy Five) year, unless a Special Resolution is passed to that effect.

The Board of Directors has received a notice from a member proposing the candidature of Mr. Sushil Kumar Poddar as an Independent Director to be appointed under provisions of Section 149, 152 and 160 of the Companies Act, 2013. Mr. Sushil Kumar Poddar fulfill all conditions specified by applicable laws for the position of an Independent Director of the company. The Company has also received necessary declarations from him that he meet the criteria of the independence as prescribed under the Act and Listing Regulations, presently applicable. Further he has also confirmed that he is not disqualified from being appointed as Director under Section 164 of the Companies Act, 2013.

Accordingly, the appointment of Mr. Sushil Kumar Poddar as an Independent Director with effect from conclusion of this Annual General Meeting for another 5 consecutive year shall require approval of the Members by way of passing Special Resolution(s) being more than 75 years of age.

A brief justification for appointment as an Independent Director on the Board of the Company with effect from conclusion of this Annual General Meeting is part of this report.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the said resolution except Mr. Sushil Kumar Poddar.

Your Directors recommend the resolution as a Special Resolution for the member's approval.

Item No : 6 and 7 (both)

The Company is currently engaged in the business of own production, jobwork and trading of various Textile products including of Texturized Yarn, Polyester Texturised Yarn (PTY), Twisted Yarn and knitted fabrics, which is used in the process of weaving of fabric used for suiting, shirting, dress materials, saris, hosiery, knitted fabric, zipper fastener, curtain & industrial cloths.

Now, to enhance shareholders' return and sustainable steady growth to enhance long term profitability, management of Company evaluating diversification opportunities in the field of real estate and construction sectors.

The Management believes that India's real estate and construction sectors are poised for significant growth as the country continues on its path towards becoming a global economic powerhouse and the need for robust infrastructure becomes increasingly apparent. This growth will fuel by factors like rising urbanization, government initiatives in infrastructure development, and increasing disposable incomes. Improved infrastructure, including transportation networks and airports, will further enhance the attractiveness of specific locations, driving demand for residential and commercial spaces. Thus, considering the available business opportunities and to capitalize on these strategic opportunities, the Board proposes to strategically diversify operations into the real estate and construction sectors.

To facilitate such initiatives, alteration is proposed by way of additions to the Objects Clause in the Memorandum of Association as set out in the resolution at Item No. 7 of the Notice. These additional Objects may conveniently and advantageously be combined with the existing businesses of the Company.

Accordingly, Your Directors has proposed to alter the Main Object Clause i.e. Clause III A of the Memorandum of Association of the Company as set out in the resolution at Item No. 7.

Further, to align our company's name with our expanding and diversion of business, the Board proposes to change the name of the Company from 'Shekhawati Poly-Yarn Limited' to 'Shekhawati Industries Limited'. This revised name better reflects the diversified range of activities the Company planning to undertake.

Pursuant to the Regulation 45 sub regulation (3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the text of the Certificate addressed to the Board by M/s. Ajay Shobha & Co, Chartered Accountants, Mumbai, Statutory Auditor of the Company is reproduced below:

Date: May 15, 2024.

To,
The Board of Directors,
SHEKHAWATI POLY-YARN LIMITED

Sub: Certificate for change of name

The Company namely Shekhawati Poly-Yarn Limited proposes to change its name Shekhawati Industries Limited in terms of provision of Section 4, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules framed thereunder.

We, M/s. Ajay Shobha & Co, Chartered Accountants, Mumbai, Statutory Auditor of the Company hereby confirm and certify compliance in respect of conditions mentioned in sub-regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as follows”

- (a) A time period of at least one year has elapsed from the last name change of the Company i.e Shekhawati Poly-Yarn Limited - **The Company has not changed its name since incorporation.**
- (b) At least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name i.e Shekhawati Industries Limited - **Not Applicable.**

The Company currently engaged in the business of own production and jobwork activities of Polyester Texturised Yarn (PTY) and Twisted Yarn. The Company proposes to widen its diversify to Real Estate and Construction sectors. In order to reflect the same in the name, the Company proposes to replace 'Poly-Yarn' with 'Industries' in its name. there is no new business activity which is suggested by the new name.

- (c) The amount invested in the new activity/project is atleast fifty percent. of the assets of the listed entity – **Not Applicable**

For Ajay Shobha & Co.
Chartered Accountants
Firm Registration No. 317031E

Sd/-
Ajay Kumar Gupta
Partner
Membership No. 53071
UDIN : 24053071BKCCTN1240
Date : 15/05/2024

The Board of Directors of the Company in their meeting held on June 5, 2024, preliminary approved the above mentioned alteration in the Object Clause of the Memorandum of Association and Change of Name of the Company subject to approval of members and appropriate regulatory and statutory authorities.

In view of the same, the Board has recommended to alter the Clause III A i.e. Main Object Clause and Clause I i.e. Name Clause of the Memorandum of Association of the Company.

As per the provisions of the Companies Act, 2013, the proposed Change in the Object and Change Name of the Company and consequent amendment in the Memorandum of Association and Articles of Association of the Company can be carried out only by a special resolution passed by the members. Therefore, the Board recommends the resolutions set forth in Item No. 6 and 7 of the notice for the approval of the members, as a Special Resolution.

The Registrar of Companies approved the availability of the proposed name 'Shekhawati Industries Limited' vide its approval letter dated May 9, 2024.

The proposed change of name of the Company would not result in change of the legal status or constitution of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders of the Company.

A copy of the Memorandum of Association of the Company together with the proposed changes is available for inspection at the Corporate Office of the Company during the normal business hours between 11.00 A.M (IST) to 2:00 P.M. (IST) on all working days except Saturday/ Sunday up to and inclusive of the date of the ensuing Annual General Meeting.

None of the Directors, key managerial personnel of the Company or their relatives of such directors or KMP's, are in any way, concerned or interested financially or otherwise in the resolution.

Your Directors recommend the resolution as a Special Resolution for the member's approval.

Item No: 8

The company has been in the Polyester Industry for more than three decade and since incorporation has been engaged solely into the manufacture of Polyester Texturised Yarn (PTY). The registered office of the Company has also been kept at Plot No. 185/1, Naroli Village, Near Kanadi Phatak, Naroli, Dadra & Nagar Haveli 396235, reflecting the initial focus on manufacturing operations.

The business landscape has evolved, sell of Naroli plant by the ARC and the Company's managerial and administrative functions have transitioned to Mumbai Office situated at Unit No. 1102/1103, A-Wing, Express Zone, Near Patel vatika, Off. W. E. Highway, Malad East, Mumbai 400097 where all the managerial functions pertaining to strategic planning, marketing, and financial management for the company are being take care off.

To enhance operational efficiency and facilitate business management under one centralized location, the Board of Directors proposes to shift the company's Registered Office from Silvassa, Dadra & Nagar Haveli to Mumbai, Maharashtra. The Board of Directors of the Company in their meeting held on May 7, 2024 has approved and recommended to the members of the Company the proposal of the shifting of its registered office of the Company from the Silvassa, Union Territory of Dadra and Nagar Haveli to Mumbai in the State of Maharashtra.

Pursuant to the shifting of the Registered Office as stated above, Clause II of Memorandum of Association of the Company relating to the Registered Office Situated Clause need to be altered. This requires the approval of Members by way of Special Resolution subject to approval from Regional Director. Therefore, the Board recommends the resolutions set forth in Item No. 8 of the notice for the approval of the members, as a Special Resolution.

The proposed change will not adversely impact any member of the public, employee, or any other stakeholder/ person related to the Company. The Board reaffirms its commitment to transparency and good governance.

A copy of the Memorandum of Association of the Company together with the proposed changes is available for inspection at the Corporate Office of the Company during the normal business hours between 11.00 A.M (IST) to 2:00 P.M. (IST) on all working days except Saturday/ Sunday up to and inclusive of the date of the ensuing Annual General Meeting.

None of the Directors, key managerial personnel of the Company or their relatives of such directors or KMP's, are in any way, concerned or interested financially or otherwise in the resolution.

Your Directors recommend the resolution as a Special Resolution for the member's approval.

Item No. 9 :

The Board of Directors of the Company at its meeting held on 5th June, 2024, discussed that the face value of ₹ 10/- is better reflective of the market price trading on the exchange rather than the same being visible in single digit and also represents better valuation perception which inturn creates an impression of worthiness of the Stock. Such consolidation is proposed to rebuild the investors' confidence and therefore the Board recommended Consolidation of the nominal and paid-up value of share capital i.e. Authorised, Issued, Subscribed and Paid-up Share Capital of the Company from 10 (Ten) existing Equity Shares of ₹ 1/- (Rupee One Only) each to new 1 (One) Equity Share of ₹ 10/- (Rupees Ten Only) each. The aforesaid Consolidation of Equity Shares of ₹ 1/- (Rupee One Only) each into Equity Shares of ₹ 10/- (Rupees Ten Only) each would require amendment to existing Capital Clause V of the Memorandum of Association of the Company. The record date for the purpose of ascertaining the list of Members whose shares shall be consolidated, as proposed above shall be intimated to the members of the Company. Pursuant to the provisions of Section 13 and 61 of the Companies Act, 2013 and other applicable provisions, if any, approval of the Members is required for Consolidation of shares by way of a Special Resolution subject to the provisions of the Articles of Association and consequent amendment to Clause V of the Memorandum of Association of the Company.

Fractional entitlements

As regard any fractions arising from consolidation of the equity shares other than those set out above, any such fractions arising from such consolidation will be aggregated into whole equity shares ("Fractional Equity Shares") and the number of Fractional Equity Shares so arising will be held by the trustee or escrow agent appointed by the Board of Directors, who is empowered to dematerialise such Fractional Equity Shares held in physical form, for the benefit of the relevant shareholders or their respective legal heirs, as may be determined. The Fractional Equity Shares will be sold by the trustee or escrow agent within a stipulated period on any of the stock exchanges where the equity shares of the Company are listed and traded, subject to the prevailing market price.

Further, any transfer of equity shares held in physical form, from the record date till the date of receipt of the fresh certificate issued by the Company in relation to the consolidated equity shares, shall be null and void and the Company shall not be obligated to recognise any such transfer.

The trustee or the escrow agent will give effect to the disposal of the fractional shares and distribute the proceeds thereof and suitable announcements will be made to all the members to this effect.

A copy of the Memorandum of Association of the Company together with the proposed changes is available for inspection at the Corporate Office of the Company during the normal business hours between 11.00 A.M (IST) to 2:00 P.M. (IST) on all working days except Saturday/ Sunday up to and inclusive of the date of the ensuing Annual General Meeting.

In accordance with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, none of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise, in the resolution at Item No. 9 of this notice.

The proposed resolution is in the interest of the Company and Your Directors recommend the resolution as a Special Resolution for the member's approval.

Item No.10

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, purchase of Property and sell of Texturized Yarn, Twisted Yarn, Fabrics, 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, ₹ 10 crore for Job Work, ₹ 15 crore for Purchase of property and ₹ 25 crore each for Loan Given and Taken for the Financial Year 2024-29 (Annual Limit).

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.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into your company with VCPL from the financial year 2024-29 (Annual Limit).

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	Vinayak Clothings Private Limited
2	Name of Director or KMP who is related	Mr. Mukesh Ramniranjan Ruia
3	Nature of Relationship	Relative is Director Entity in which Relative of KMP's are Director Member
4	Nature, Material terms, monetary value and particulars of the Contract or arrangement	<ul style="list-style-type: none"> • Contract for purchase of raw Material POY, Fabrics and other materials of ₹ 100 crore for the Financial year 2024-29 (Annual Limit). • Contract for sale of Texturized yarn, Twisted Yarn, Fabrics, other Assets of ₹ 100 crore for the Financial year 2024-29 (Annual Limit). • Other services including Job Work of ₹ 10 crore, Commission of ₹ 15 crore, Rent Paid and Received of ₹ 2 crore each and Loan Given and Taken of ₹ 25 crore each for the Financial year 2024-29 (Annual Limit). • Purchase of property of ₹ 15 crore for the Financial year 2024-29 (Annual Limit).

None of the Directors, Key Managerial Personnel of the Company and their relatives, other than as mentioned above is concerned or interested in the said Resolution.

Your Directors recommend the resolution as a Special Resolution for the member's approval.

Item No.11

The members may kindly note that as per the provisions of Regulation 23(1) of the Listing Regulations a transaction with a Related Party shall be considered Material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual turnover of the Company as per the last audited Financial Statements of the Company.

The aggregate value of transaction(s) with SKI Buildcon Private Limited will exceed the said threshold limit and is expected to be around ₹ 5 Crores. Hence approval of the shareholders is being sought for the said Material Related Party Transaction(s) with SKI Buildcon Private Limited.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, particulars of the transactions with SKI Buildcon Private Limited are as follows:

Sr. No.	Particulars	Remarks
1	Name of the Related Party	SKI Buildcon Private Limited
2	Name of the Directors or KMP who are Related	Except Mr. Mukesh Ramniranjan Ruia, Chairman & Managing Director none of the Directors, KMP are related / interested
3	Nature of Relationship	Entity in which relative of the KMP's are Director/Member
4	Nature, material terms, monetary value and particulars of the contract or arrangement	<p>The SKI Buildcon Private Limited is a company into real estate sector and construction activities.</p> <p>Since the SKI Buildcon Private Limited have a Land, hence the company has decided to enter into transaction by purchase of the said Land.</p> <p>The said subcontract/transactions shall be on arm's length basis.</p> <p>The Total contract/transaction value including some future transaction can be to the tune of ₹ 5 Crore.</p>

None of the Directors except Mr. Mukesh Ramniranjan Ruia or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise in the aforesaid resolution.

Your Directors recommend the resolution as a Special Resolution for the member's approval.

Item No.12

The members may kindly note that as per the provisions of Regulation 23(1) of the Listing Regulations a transaction with a Related Party shall be considered Material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual turnover of the Company as per the last audited Financial Statements of the Company.

The aggregate value of transaction(s) with Advance Wood Processors Private Limited will exceed the said threshold limit and is expected to be around ₹ 10 Crores. Hence approval of the shareholders is being sought for the said Material Related Party Transaction(s) with Advance Wood Processors Private Limited.

Pursuant to Rule 15 of Companies(Meetings of Board and its Powers) Rules, 2014, particulars of the transactions with Advance Wood Processors Private Limited are as follows:

Sr. No.	Particulars	Remarks
1	Name of the Related Party	Advance Wood Processors Private Limited
2	Name of the Directors or KMP who are Related	Except Mr. Mukesh Ramniranjan Ruia, Chairman & Managing Director, none of the Directors, KMP's are related/interested
3	Nature of Relationship	Entity in which relative of the KMP's are Director/Member
4	Nature, material terms, monetary value and particulars of the contract or arrangement	<p>The Advance Wood Processors Private Limited is a company into real estate sector and construction activities.</p> <p>Since the Advance Wood Processors Private Limited have a Land, hence the company has decided to enter into transaction by purchase the said Land.</p> <p>The said subcontract/transactions shall be on arm's length basis.</p> <p>The Total contract/transaction value including some future transaction can be to tune of ₹ 10 crores.</p>

None of the Directors except Mr. Mukesh Ramniranjan Ruia or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise in the aforesaid resolution.

Your Directors recommend the resolution as a Special Resolution for the member's approval.

Item No.13

The Company may have to render support for the business requirements of its Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013 ('the Act'), the Company was unable to extend financial assistance by way of loan to such Entities.

The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities for the capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities. The loans are utilized by the borrowing company for its principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

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.

Your Directors recommend the resolution as a Special Resolution for the member's approval.

Details of Director seeking appointment /re-appointment or whose terms of remuneration are being revised at the 33rd Annual General Meeting to be held on July 2, 2024

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

Name	:	Mr. Ravi Sanjay Jogi
Age	:	36 Years (June 5, 1988)
Date of Appointment	:	August 10, 2013
Qualification	:	Bachelor of Engineering (Information: Bachelor of Engineering (Information Technology) from Mumbai University and MBA in Marketing & Operations from Foundation for Liberal & Management Education.
Other Directorship	:	NIL
Shareholding in the Company	:	1,000
Names of the Listed Companies in which he holds Directorship/ Committee Membership	:	Director in: Shekhawati Poly-Yarn Limited Committee Membership: Nil
Experience in Specific	:	Mr. Ravi Sanjay Jogi has a good knowledge in the field of Marketing and Operation.
Job Profile & Suitability	:	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.
Terms and conditions of re- appointment	:	Appointed as a Director liable to retire by rotation.
Details of meeting attended and Remuneration	:	Details are mentioned in the Corporate Governance Report.
disclosure of relationships between directors inter-se;	:	There is no inter-se relationship between the directors.

Name	:	Mr. Mukesh Ramniranjan Ruia
Age	:	52 Years (February 1, 1972)
Date of Appointment	:	March 2, 2015
Qualification	:	B.Com. from Mumbai University Diploma in Computer by NIIT & Course of Import – Export from “The Indo American Society” and course in Weaving & Designing Conducted by SASMIRA.
Other Directorship	:	NIL
Shareholding in the Company	:	8,55,00,000
Names of the Listed Companies in which he holds Directorship/ Committee Membership	:	Director in: Shekhawati Poly-Yarn Limited Committee Membership: Audit Committee Stakeholders Relationship Committee Corporate Social Responsibility Committee

Experience in Specific	:	Experience of 35 years in Textile Industry.
Job Profile & Suitability	:	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.
Terms and conditions of Appointment	:	Re-appointment of Chairman and Managing Director for 3 years.
Details of meeting attended and Remuneration	:	Details are mentioned in the Corporate Governance Report.
Disclosure of relationships between directors inter-se;	:	There is no inter-se relationship between the directors.

Name	:	Mr. Sushil Kumar Poddar
Age	:	81 Years (September 15, 1943)
Date of Appointment	:	Proposed Re-appointment as Independent Director from the conclusion of this Annual General Meeting of the Company for 5 consecutive year
Qualification	:	B.com and LLB from Mumbai University.
Other Directorship	:	NIL
Shareholding in the Company	:	NIL
Names of the Listed Companies in which he holds Directorship/ Committee Membership	:	Director in: Shekhawati Poly-Yarn Limited Committee Membership: Audit Committee Stakeholders Relationship Committee Nomination and Remuneration Committee Corporate Social Responsibility Committee
Experience in Specific	:	Have good experience in Manufacturing in different sector like Textile, Knitted Fabrics, Packaging and Plastic Industries.
Terms and conditions of Appointment	:	Appointment as Independent Director. He is entitled to receive only sitting fees for Board and Committee Meetings.
Details of meeting attended and Remuneration	:	Details are mentioned in the Corporate Governance Report.
Disclosure of relationships between directors inter-se;	:	There is no inter-se relationship between the directors.

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

Place : Mumbai
Date : June 5, 2024

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