



GAUTAM EXIM LIMITED

Registered and Admin Office :

Plot No. 29, Pavitra, Second Floor, Chharwada Road, Opp. Sargam Society, GIDC., Vapi-396 195, Gujarat, India.

Tel/Fax : 91-260-2432998, 2430106 **Mob.:** 91-9512701950 **Email :** info@gautamexim.com / grrpl1850@gmail.com

CIN : L51100GJ2005PLC046562 **Web.:** www.gautamexim.com **GSTIN :** 24AACCG7701P1ZF

Dated: July 14, 2025

To,
Bombay Stock Exchange Limited
P.J. Towers, Dalal Street,
Mumbai – 400 001 Maharashtra

Scrip Code – 540613

Sub. : Notice of 20th Annual General Meeting and Book Closure;

Dear Sir/Madam,

In respect of above captioned matter, we are enclosing herewith Notice of 20th Annual General Meeting and Book Closure.

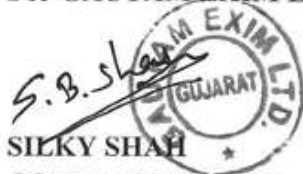
The Notice of 20th Annual General Meeting and Book closure are also available on the Website of the Company www.gautamexim.com

Kindly acknowledge this and update in your records.

Thanking You,

Yours faithfully,

For GAUTAM EXIM LIMITED


SILKY SHAH

COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: As above

Notice

NOTICE IS HEREBY GIVEN THAT THE 20TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF GAUTAM EXIM LIMITED (THE COMPANY) WILL BE HELD ON **THURSDAY, THE 14TH DAY OF AUGUST, 2025** AT 11:30 A.M. THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO- VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. PARMESHWAR OJHA (DIN: 11129072), who retires by rotation and being eligible offers himself for re-appointment:

SPECIAL BUSINESS:

3. **Regularization of Mr. RAJ KUMAR AGRAWAL [DIN: 11129059] as Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 152 and all other applicable provisions of the Companies Act, 2013 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) and in accordance with Articles of Association of the Company, Mr. RAJ KUMAR AGRAWAL (DIN: 11129059), who was appointed as an Additional Director by the Board of Directors on June 27, 2025 and who is eligible for appointment as a Director of the Company and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of the Company proposing his candidature for office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

RESOLVED FURTHER THAT Mr. RAJ KUMAR AGRAWAL or any other Director and Company Secretary of the Company be and are hereby severally authorized to do all things, deeds and acts as may be necessary and expedient to give effect to this resolution.”

4. **Appointment of Mr. RAJ KUMAR AGRAWAL [DIN: 11129059] as Managing Director of the Company.**

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

“RESOLVED THAT pursuant to provisions of Section 196, 197 read with other applicable provisions and Schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the Company and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to recommendation of Nomination and Remuneration Committee of the Company the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. RAJ KUMAR AGRAWAL as a Managing Director of the Company for a period of 5 Years commencing from 27th June, 2025 and ending on 26th June, 2030 at a remuneration as set out in the statement annexed to the Notice and with a powers to the Board to decide and pay such remuneration as may be considered fit to Mr. RAJ KUMAR AGRAWAL from time to time.

RESOLVED FURTHER THAT notwithstanding to the above, in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Mr. RAJ KUMAR AGRAWAL as a Managing Director of the Company, the remuneration payable to him shall be in accordance with the limit prescribed in Section II of Part-II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company subject to recommendation of Nomination and Remuneration Committee of the Company be and are hereby authorized to alter and vary such terms of re-appointment and remuneration within the limits specified in schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. RAJ KUMAR AGRAWAL or any other Director and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required including filing of necessary forms with ROC for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT Mr. RAJ KUMAR AGRAWAL or any other Director and Company Secretary of the Company be and are hereby severally authorised to submit the certified copy of this resolution to the concerned authorities as and when required.”

5. Regularization of Mr. PARMESHWAR OJHA [DIN: 11129072] as Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 152 and all other applicable provisions of the Companies Act, 2013 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) and in accordance with Articles of Association of the Company, Mr. PARMESHWAR OJHA (DIN: 11129072), who was appointed as an Additional Director by the Board of Directors on June 27, 2025 and who is eligible for appointment as a Director of the Company and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of the Company proposing his candidature for office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

RESOLVED FURTHER THAT Mr. RAJ KUMAR AGRAWAL or any other Director and Company Secretary of the Company be and are hereby severally authorized to do all things, deeds and acts as may be necessary and expedient to give effect to this resolution.”

6. Appointment of Mr. PARMESHWAR OJHA [DIN: 11129072] as a Whole-time Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with other applicable provisions and Schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the Company and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to recommendation of Nomination and Remuneration Committee of the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. PARMESHWAR OJHA as a Whole-time Director of the Company for a period of 5 Years commencing from 27th June, 2025 and ending on 26th June, 2030 (liable to retire by rotation) at a remuneration as set out in the statement annexed to the Notice and with a powers to the Board to decide and pay such remuneration as may be considered fit to Mr. PARMESHWAR OJHA from time to time.”

RESOLVED FURTHER THAT notwithstanding to the above, in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Mr. PARMESHWAR OJHA as a Whole-time Director of the Company, the remuneration payable to him shall be in accordance with the limit prescribed in Section II of Part-II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company subject to recommendation of Nomination and Remuneration Committee of the Company be and are hereby authorized to alter and vary such terms of re-appointment and remuneration within the limits specified in schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. RAJ KUMAR AGRAWAL or any other Director and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required including filing of necessary forms with ROC for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT Mr. RAJ KUMAR AGRAWAL or any other Director and Company Secretary of the Company be and are hereby severally authorised to submit the certified copy of this resolution to the concerned authorities as and when required.”

7. Regularization of Mrs. VARSHA AGARWAL [DIN: 11129358] as Non-executive Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 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) and in accordance with Articles of Association of the Company, Mrs. VARSHA AGARWAL (DIN: 11129358), who was appointed as an Additional Director by the Board of Directors on June 27, 2025 and who is eligible for appointment as a Non-Executive Director of the Company and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of the Company proposing her candidature for office of Director of the Company, be and is hereby appointed as a non-executive director of the Company liable to retire by rotation.”

RESOLVED FURTHER THAT Mr. RAJ KUMAR AGRAWAL or any other Director and Company Secretary of the Company be and are hereby severally authorized to do all things, deeds and acts as may be necessary and expedient to give effect to this resolution.”

8. Regularization of Mr. BALASUBRAMANIAN RAMAN [DIN: 00410443] as Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 152 and all other applicable provisions of the Companies Act, 2013 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) and in accordance with Articles of Association of the Company, Mr. BALASUBRAMANIAN RAMAN [DIN: 00410443], who was appointed as an Additional Director by the Board of Directors on July 14, 2025 and who is eligible for appointment as a Director of the Company and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of the Company proposing his candidature for office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

RESOLVED FURTHER THAT Mr. RAJ KUMAR AGRAWAL or any other Director and Company Secretary of the Company be and are hereby severally authorized to do all things, deeds and acts as may be necessary and expedient to give effect to this resolution.”

9. Appointment of Mr. BALASUBRAMANIAN RAMAN [DIN: 00410443] as a Whole-time Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with other applicable provisions and Schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the Company and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to recommendation of Nomination and Remuneration Committee of the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. BALASUBRAMANIAN RAMAN [DIN: 00410443] as a Whole-time Director of the Company for a period of 3 Years commencing from 14th July, 2025 and ending on 13th July, 2028 (liable to retire by rotation) at a remuneration as set out in the statement annexed to the Notice and with a powers to the Board to decide and pay such remuneration as may be considered fit to Mr. BALASUBRAMANIAN RAMAN from time to time.”

RESOLVED FURTHER THAT notwithstanding to the above, in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Mr. BALASUBRAMANIAN RAMAN as a Whole-time Director of the Company, the remuneration payable to him shall be in accordance with the limit prescribed in Section II of Part-II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company subject to recommendation of Nomination and Remuneration Committee of the Company be and are hereby authorized to alter and vary such terms of re-appointment and remuneration within the limits specified in schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. RAJ KUMAR AGRAWAL or any other Director and Company Secretary of the Company and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required including filing of necessary forms with ROC for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT Mr. RAJ KUMAR AGRAWAL or any other Director and Company Secretary of the Company be and are hereby severally authorised to submit the certified copy of this resolution to the concerned authorities as and when required.”

10. Regularization of Mr. SAURABH MOHNOT [DIN: 10959969] as an Independent Director of the Company

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

“RESOLVED THAT Pursuant to the provisions of Section 149,152,160 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) 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), Article of Articles of Association of the Company and Regulation 19 (4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. SAURABH MOHNOT [DIN: 10959969] who was appointed as an Additional Director (Non-Executive Independent) of the Company with effect

from 27th June, 2025 by the Board of Directors pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) years with effect from 27th June, 2025 to 26th June, 2030.

RESOLVED FURTHER THAT Mr. RAJ KUMAR AGRAWAL or any other Director and Company Secretary of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

11. Regularization of Mr. ANKIT KUMAR VAGERIYA [DIN: 07400915] as an Independent Director of the Company

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

“RESOLVED THAT Pursuant to the provisions of Section 149,152,160 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) 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), Article of Articles of Association of the Company and Regulation 19 (4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. ANKIT KUMAR VAGERIYA [DIN: 07400915] who was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from 27th June, 2025 by the Board of Directors pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) years with effect from 27th June, 2025 to 26th June, 2030.

RESOLVED FURTHER THAT Mr. RAJ KUMAR AGRAWAL or any other Director and Company Secretary of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors
RAJ KUMAR AGRAWAL
Additional Director
DIN: 11129059

Date: 14/07/2025
Place: Vapi

Registered Office:

PLOT NO. 29, PAVITRA, 2ND FLOOR, OPP. SARGAM SOCIETY, CHARWADA ROAD, G.I.D.C., VAPI, VALSAD – 396195, GUJARAT, INDIA

NOTES:

- (1) The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 2/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”) permitted the holding of the General Meetings through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the “Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”) and MCA Circulars, the AGM of the Company will be held through VC/OAVM.
- (2) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
- (3) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 3 to 12 of the accompanying Notice, is annexed hereto for your consideration.
- (4) Members who have not registered their email IDs with the depository participants, are requested to register their email IDs with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid e-mail IDs to our RTA at info@bigshareonline.com or cs@gautamexim.com for receiving all the communications including annual report, notices, letters etc., in electronic mode from the Company.
- (5) Those shareholders who have registered / not registered their e-mail address and mobile nos. including address and bank details may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with the Company at cs@gautamexim.com in case the shares are held in physical form. Members may send an email request to cs@gautamexim.com along with the scanned copy of their request letter duly signed by the 1st shareholder, providing the email address, mobile number, self-attested copy of PAN for obtaining physical/by email copy of Notice of the AGM and the Annual Report of the Company. Further, a letter providing a weblink for accessing the Notice of the AGM and Annual Report for the financial year 2024- 25 will be sent to those shareholders who have not registered their email address.
- (6) Institutional/Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/ Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to cs@gautamexim.com with copies marked to the Company at grrpl1850@gmail.com and to evoting@nsdl.com. 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.
- (7) The Notice of the Annual General Meeting along with the Annual Report for the financial year 2024-25 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2024-25 will also be available on the Company's website www.gautamexim.com and websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

- (8) Pursuant to the provisions of Sections 101 and 136 of the Act read with the Companies (Management and Administration Rules), 2014, Notice of the AGM along with the Annual Report 2024-25, are being sent only through electronic mode to all the members whose e-mail addresses are registered with the Company/ Depository Participant(s) unless a member has requested for a physical copy of the document. For members who have not registered their email addresses, physical copies of the Documents are being sent by the permitted mode.
- (9) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (10) The Register of Directors and Key Managerial Personnel 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 Act will be available for inspection by the Members in electronic mode during the AGM. Members who wish to inspect, may send their request through an email at cs@gautamexim.com up to the date of AGM.
- (11) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL. Members who have cast their vote by remote-voting prior to the meeting may attend the meeting but will not be entitled to cast their vote again.
- (12) The Company has fixed Thursday, August 07, 2025 as Cut-off date for determining the eligibility of Members entitled to vote at the AGM. The remote e-voting shall remain open for a period of 3 days commencing from Monday, August 11, 2025 (10.00 am) to Wednesday, August 13, 2025 (5.00 pm) (both days inclusive).
- (13) The Company has appointed M/s. Vishal Dewang & Associates, Practicing Company Secretaries, as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (14) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company/Electronic mode during normal business hours (10:00 hours to 16:00 hours) on all working days except Saturdays and Sundays, up to and including the date of the AGM of the Company. Members who wish to inspect, may send their request through an email at cs@gautamexim.com up to the date of 20th AGM.
- (15) Non-Resident Indian Members are requested to inform our RTA / respective depository participants, immediately of any: a) Change in their residential status on return to India for permanent settlement. b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

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

The remote e-voting period begins on Monday, August 11, 2025 at 10:00 am and ends on Wednesday, August 13, 2025 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. Thursday, August 07, 2025, 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 Thursday, August 07, 2025.

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 meetings 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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.com 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. 1800-21-09911

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.com 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.
1. 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.vishal2009@gmail.com with a copy marked to evoting@nsdl.com. 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 or send a request to (Hardikkumar Thakkar) at evoting@nsdl.com

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 cs@gautamexim.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 cs@gautamexim.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.com 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 EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the 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. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. 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 cs@gautamexim.com. The same will be replied by the company suitably.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least three days prior to meeting: mentioning their name, demat account number/folio number, email id, mobile number between Saturday, the 02nd August, 2025 and Wednesday, 06th August, 2025 and the shareholders who do not wish to speak during the AGM but have queries may send their queries

in advance three days prior to meeting mentioning their name, demat account number, folio number, email id, mobile number at cs@gautamexim.com These queries will be replied to by the company suitably by email.

8. The company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

By order of the Board of Directors
RAJ KUMAR AGRAWAL
Additional Director
DIN: 11129059

Date: 14/07/2025

Place: Vapi

Registered Office:

PLOT NO. 29, PAVITRA, 2ND FLOOR, OPP. SARGAM SOCIETY, CHARWADA ROAD, G.I.D.C., VAPI, VALSAD
– 396195, GUJARAT, INDIA

Annexure to Notice

EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (HEREINAFTER CALLED "THE ACT")

SPECIAL BUSINESS

Item No. 3 & 4

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee at their meeting held on 27.06.2025 appointed Mr. RAJ KUMAR AGRAWAL (DIN: 11129059) as an Additional Director of the Company w.e.f. June 27, 2025 who shall hold the office upto this Annual General Meeting.

Mr. RAJ KUMAR AGRAWAL, aged 43 years, has completed his Bachler of Commerce from Mohan Lal Sukhadia University, Udaipur. He has been actively involved in merchant trading. His diversified experience reflects his entrepreneurial mindset and ability to manage operations efficiently across different business domains.

Mr. RAJ KUMAR AGRAWAL (DIN: 11129059) is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his written consent to act as a Director of the Company. The Company has also received the notice under Section 160 of the Act from a member proposing him candidature as a Director of the Company.

Further in terms of Section 152 of the Companies Act, 2013 appointment of Mr. RAJ KUMAR AGRAWAL (DIN: 11129059) as a Director of the Company shall require the approval of members of the Company by passing necessary Resolution. Mr. RAJ KUMAR AGRAWAL, shall not liable to retire be rotation.

The Board of Directors, at the same meeting, as per the recommendations of the Nomination and Remuneration Committee and given the knowledge, background, experience of Mr. RAJ KUMAR AGRAWAL, decided that it would be in the best interest of the Company to appoint him on the Board as a Managing Director subject to approval of members of the Company as he fulfills the requisite criteria laid down by the Board in the Company's Nomination Policy for appointment as a Managing Director of the Company and as required in the context of the Company's business and sector it operates in.

In view of the same, the Board of Directors appointed Mr. RAJ KUMAR AGRAWAL as a Managing Director of the Company for a period of 5 (Five) years, commencing from June 27, 2025 till June 26, 2030 subject to the approval of the Members of the Company.

Accordingly, the approval of the Members is sought for the appointment of Mr. RAJ KUMAR AGRAWAL (DIN: 11129059) as a Managing Director and Director of the Company.

The Board of Directors has, accordingly, considered the following terms and conditions of Mr. RAJ KUMAR AGRAWAL appointment as per the recommendations of the Nomination and Remuneration Committee which is in accordance with Schedule V of the Companies Act, 2013:

(a) **Term:** 5 years with effect from June 27, 2025 till June 26, 2030 and will be not liable to retire by rotation.

(b) **Remuneration:** Remuneration of Mr. RAJ KUMAR AGRAWAL will be as fixed by the Board of Directors from time to time after taking into account the recommendations of the Nomination and Remuneration Committee.

Your Board of Directors has recommended a ceiling on remuneration of Rs. 3 Lacs per annum.

Where in any financial year, during the currency of the tenure of Mr. RAJ KUMAR AGRAWAL as Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 3 & 4 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

subject to superintendence, control and direction of the Board of Directors of the Company, he shall perform such duties and functions as would commensurate with his position as the Whole Time Director of the Company and as may be delegated to him from time to time.

He will be entitled to reimbursement of entertainment and all other expenses actually and properly incurred by him in the course of discharging official duties of the Company.

Except Mrs. VARSHA AGARWAL his wife, none of the other Directors and Key Managerial Personnel and their relatives is interested in the above resolution.

Your Board of Directors recommend passing of the resolution set out in Item No. 3 & 4 of the accompanying Notice as a Special Resolution.

Item No. 5&6

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee at their meeting held on 27.06.2025 appointed Mr. PARMESHWAR OJHA (DIN: 11129072) as an Additional Director (Whole-time Director) of the Company for a period of 5 (five) years with effect from June 27, 2025 who shall hold the office upto this Annual General Meeting, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and of the Articles of Association of the Company.

Mr. PARMESHWAR OJHA, aged 44 years, has completed his Bachler of Computer Engineering from University of Rajasthan, Jaipur. Mr. Parmashwar Ojha is an accomplished professional with over 15 years of experience in skill development, HR management, and training operations, primarily in the textile and education sectors

Mr. PARMESHWAR OJHA (DIN: 11129072) is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his written consent to act as a Director of the Company. The Company has also received the notice under Section 160 of the Act from a member proposing him candidature as a Director of the Company.

Further in terms of Section 152 of the Companies Act, 2013 appointment of Mr. PARMESHWAR OJHA (DIN: 11129072) as a Director of the Company shall require the approval of members of the Company by passing necessary resolution. Mr. PARMESHWAR OJHA, shall be liable to retire be rotation.

The Board of Directors, at the same meeting, as per the recommendations of the Nomination and Remuneration Committee and given the knowledge, background, experience of Mr. PARMESHWAR OJHA, decided that it would be in the best interest of the Company to appoint him on the Board as a Whole-time Director as he fulfills the requisite criteria laid down by the Board in the Company's Nomination Policy for appointment as a Whole-time Director of the Company and as required in the context of the Company's business and sector it operates in.

In view of the same, the Board of Directors appointed Mr. PARMESHWAR OJHA as a Whole-time Director of the Company for a period of 5 (Five) years, commencing from June 27, 2025 till June 26, 2030 subject to the approval of the Members of the Company.

Accordingly, the approval of the Members is sought for the appointment of Mr. PARMESHWAR OJHA (DIN: 11129072) as a Director of the Company.

The Board of Directors has, accordingly, considered the following terms and conditions of Mr. PARMESHWAR OJHA appointment as per the recommendations of the Nomination and Remuneration Committee which is in accordance with Schedule V of the Companies Act, 2013:

(a) **Term:** 5 years with effect from June 27, 2025 till June 26, 2030 and will be liable to retire by rotation.

(b) **Remuneration:** Remuneration of Mr. PARMESHWAR OJHA will be as fixed by the Board of Directors from time to time after taking into account the recommendations of the Nomination and Remuneration Committee.

Your Board of Directors has recommended a ceiling on remuneration of Rs. 3 Lacs per annum.

Where in any financial year, during the currency of the tenure of Mr. PARMESHWAR OJHA as Whole-time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 5 & 6 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

subject to superintendence, control and direction of the Board of Directors of the Company, he shall perform such duties and functions as would commensurate with his position as the Whole Time Director of the Company and as may be delegated to him from time to time.

He will be entitled to reimbursement of entertainment and all other expenses actually and properly incurred by him in the course of discharging official duties of the Company.

Except Mr. PARMESHWAR OJHA and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors and Key Managerial Personnel and their relatives is interested in the above resolution.

Your Board of Directors recommend passing of the resolution set out in Item No. 5 & 6 of the accompanying Notice as a Special Resolution.

Item No. 7

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee at their meeting held on 27.06.2025 appointed Mrs. VARSHA AGARWAL (DIN: 11129358) as an Additional Director of the Company w.e.f. June 27, 2025 who shall hold the office upto this Annual General Meeting, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and of the Articles of Association of the Company.

Mrs. VARSHA AGARWAL, aged 43 years, has completed her Bachelor of Arts (B.A.) from Vikram University, Ujjain, in 2002, and went on to pursue a Bachelor of Laws (LLB) from the same university, which she successfully completed in 2005. With her combined knowledge in arts and law, Mrs. Agarwal brings a thoughtful, analytical approach to every endeavor she undertakes. Her education has laid a strong foundation for her active engagement in both legal understanding and community-related initiatives.

Mrs. VARSHA AGARWAL (DIN: 11129358) is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his written consent to act as a Director of the Company. The Company has also received the notice under Section 160 of the Act from a member proposing him candidature as a Director of the Company.

Further in terms of Section 152 of the Companies Act, 2013 appointment of Mrs. VARSHA AGARWAL (DIN: 11129358) as a Director of the Company shall require the approval of members of the Company by passing an Ordinary Resolution. Mrs. VARSHA AGARWAL, shall be liable to retire be rotation.

Accordingly, the approval of the Members is sought for the appointment of Mrs. VARSHA AGARWAL (DIN: 11129358) as a Director of the Company.

Except Mr. RAJKUMAR AGARWAL and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors and Key Managerial Personnel and their relatives is interested in the above resolution.

Your Board of Directors recommend passing of the resolution set out in **Item No. 7** of the accompanying Notice as an Ordinary Resolution.

Item No. 8&9

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee at their meeting held on 14.07.2025 appointed Mr. BALASUBRAMANIAN RAMAN (DIN: 00410443) as an Additional Director of the Company with effect from July 14, 2025 who shall hold the office upto this Annual General Meeting, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and of the Articles of Association of the Company.

Mr. BALASUBRAMANIAN RAMAN, aged 75 years, He is a Certified Management Consultant and is a member of Institute of Management Consultants of India. He heads Marketing and Finance department of the Company. His scope of work includes the overall management of the company, Mr. Balasubramanian Raman have experience of more than 33 years in the field of Paper Industry.

Mr. BALASUBRAMANIAN RAMAN (DIN: 00410443) is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his written consent to act as a Director of the Company. The Company has also received the notice under Section 160 of the Act from a member proposing him candidature as a Director of the Company.

Further in terms of Section 152 of the Companies Act, 2013 appointment of Mr. BALASUBRAMANIAN RAMAN (DIN: 00410443) as a Director of the Company shall require the approval of members of the Company by passing an Ordinary Resolution. Mr. BALASUBRAMANIAN RAMAN, shall be liable to retire be rotation.

The Board of Directors, at the same meeting, as per the recommendations of the Nomination and Remuneration Committee and given the knowledge, background, experience of Mr. BALASUBRAMANIAN RAMAN, decided that it would be in the best interest of the Company to appoint him on the Board as a Whole-time Director as he fulfills the requisite criteria laid down by the Board in the Company's Nomination Policy for appointment as a Whole-time Director of the Company and as required in the context of the Company's business and sector it operates in.

In view of the same, the Board of Directors appointed Mr. BALASUBRAMANIAN RAMAN as a Whole-time Director of the Company for a period of 3 (three) years, commencing from July 14, 2025 till July 13, 2028 subject to the approval of the Members of the Company.

Accordingly, the approval of the Members is sought for the appointment of Mr. BALASUBRAMANIAN RAMAN (DIN: 00410443) as a Whole-time Director of the Company.

The Board of Directors has, accordingly, considered the following terms and conditions of Mr. BALASUBRAMANIAN RAMAN appointment as per the recommendations of the Nomination and Remuneration Committee which is in accordance with Schedule V of the Companies Act, 2013:

(a) **Term:** 3 years with effect from July 14, 2025 till July 13, 2028 and will be liable to retire by rotation.

(b) **Remuneration:** Remuneration of Mr. BALASUBRAMANIAN RAMAN will be as fixed by the Board of Directors from time to time after taking into account the recommendations of the Nomination and Remuneration Committee.

Your Board of Directors has recommended a ceiling on remuneration of Rs. 3 Lacs per annum.

Where in any financial year, during the currency of the tenure of Mr. BALASUBRAMANIAN RAMAN as Whole-time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 8 & 9 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

subject to superintendence, control and direction of the Board of Directors of the Company, he shall perform such duties and functions as would commensurate with his position as the Whole Time Director of the Company and as may be delegated to him from time to time.

He will be entitled to reimbursement of entertainment and all other expenses actually and properly incurred by him in the course of discharging official duties of the Company.

Except Mr. BALASUBRAMANIAN RAMAN and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors and Key Managerial Personnel and their relatives is interested in the above resolution.

Your Board of Directors recommend passing of the resolution set out in Item No. 8 & 9 of the accompanying Notice as a Special Resolution.

Item No. 10

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its Meeting held on 27.06.2025, had appointed Mr. SAURABH MOHNOT (DIN: 10959969), as an Additional Director of the Company in the category of Non- Executive, Independent Director, not liable to retire by rotation, for a term of five years i.e., from June 27, 2025 till June 26, 2030, subject to the approval of the Members.

According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), read with other applicable rules and regulations, if any appointment of Mr. SAURABH MOHNOT, has to be approved by the Members in the General Meeting.

The profile and specific areas of expertise of Mr. SAURABH MOHNOT are provided as Annexure to this Notice.

Mr. SAURABH MOHNOT has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. SAURABH MOHNOT is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and she is independent of the Management of the Company.

In terms of Regulation 25(8) of Listing Regulations, Mr. SAURABH MOHNOT has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. SAURABH MOHNOT on the Board of the Company and accordingly, the Board recommends the appointment of Mr. SAURABH MOHNOT as a Non- Executive, Independent Director as proposed in the resolution no. 10 for approval by the Members as a Special Resolution.

The Board recommends the appointment of Mr. SAURABH MOHNOT as a Non- Executive, Independent Director as proposed in the resolution no. 10 for approval by the Members as a Special Resolution

Except for Mr. SAURABH MOHNOT and/or his relatives, no other Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 11

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its Meeting held on 27.06.2025, had appointed Mr. ANKIT KUMAR VAGERIYA (DIN: 07400915), as an Additional Director of the Company in the category of Non- Executive, Independent Director, not liable to retire by rotation, for a term of five years i.e., from June 27, 2025 till June 26, 2030, subject to the approval of the Members.

According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), read with other applicable rules and regulations, if any appointment of Mr. ANKIT KUMAR VAGERIYA, has to be approved by the Members in the General Meeting.

The profile and specific areas of expertise of Mr. ANKIT KUMAR VAGERIYA are provided as Annexure to this Notice.

Mr. ANKIT KUMAR VAGERIYA has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. ANKIT KUMAR VAGERIYA is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and she is independent of the Management of the Company.

In terms of Regulation 25(8) of Listing Regulations, Mr. ANKIT KUMAR VAGERIYA has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. ANKIT KUMAR VAGERIYA on the Board of the Company and accordingly, the Board recommends the appointment of Mr. ANKIT KUMAR VAGERIYA as a Non- Executive, Independent Director as proposed in the resolution no. 11 for approval by the Members as a Special Resolution.

The Board recommends the appointment of Mr. ANKIT KUMAR VAGERIYA as a Non- Executive, Independent Director as proposed in the resolution no. 11 for approval by the Members as a Special Resolution

Except for Mr. ANKIT KUMAR VAGERIYA and/or his relatives, no other Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

By order of the Board of Directors
RAJ KUMAR AGRAWAL
Additional Director
DIN: 11129059

Date: 14/07/2025

Place: Vapi

Annexure to Notice

INFORMATION OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 20TH ANNUAL GENERAL MEETING PURSUANT TO REGULATIONS 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS

Particulars	Mr. Raj Kumar Agrawal	Mr. Parmeshwar Ojha	Mrs. Varsha Agarwal	Mr. Saurabh Mohnot	Mr. Ankit Kumar Vageriya	Mr. Balasubramanian Raman
Director Identification Number (DIN)	11129059	11129072	11129358	10959969	07400915	00410443
Date of Birth & Age	16/07/1982, 43 Yr.	18/12/1980, 44 Yr.	23/05/1982, 43 Yr.	12/05/1984, 41 Yr.	05/02/1987, 38 Yr.	18/05/1950, 75 Yr.
Date of Appointment on the Board	27/06/2025	27/06/2025	27/06/2025	27/06/2025	27/06/2025	14/07/2025
Qualifications	Bachelor of Commerce.	B.E. in Computer Science and Diploma in Electronics & Communication Engineering	Bachelor of Arts, Bachelor of Laws	Chartered Accountant	Company Secretary, Master of Commerce	Member of Management consultants of India.
Brief profile /	Mr. Rajkumar Agarwal is a professional with extensive experience in both the education and trading sectors. In addition to his work in education, Mr. Agarwal has been actively involved in merchant trading. His diversified experience reflects his entrepreneurial mindset and ability to manage operations efficiently across different business domains.	Mr. Parmashwar Ojha is an accomplished professional with over 15 years of experience in skill development, HR management, and training operations, primarily in the textile and education sectors. Known for his expertise in HR compliance, QMS, SA8000 audits, and labor recruitment strategies, he has held senior roles in organizations such as Nitin Spinners Ltd. and LNJ Group. He has necessary expertise, knowledge and business acumen to drive the business of the Company.	Mrs. Varsha Agarwal is a dedicated academic and legal professional with a solid educational background. With her combined knowledge in arts and law, Mrs. Agarwal brings a thoughtful, analytical approach to every endeavor she undertakes. Her education has laid a strong foundation for her active engagement in both legal understanding and community-related initiatives.	He is a partner in this firm since qualification. he has significant experience and has developed the knack to handle new and challenging assignments with equal efficacy. He plays a crucial role in implementation of audit and maintaining quality standards of the firm.	He has Experience of more than 14 years in the Field of Corporate Governance, Companies act, Factories act and Various other Laws applicable Specially on manufacturing Industries etc.	Mr. Balasubramanian Raman possesses valuable experience in Marketing and Finance Department. He has significant experience in administration and operations. Mr. Balasubramanian Raman was paid remuneration and consulting fees by the company to discharge his duties
Shareholding in the Company	1895274	351351	-	-	-	-
Remuneration proposed to be paid	3 Lacs Yearly	3 Lacs Yearly	-	Sitting Fees	Sitting Fees	3 Lacs Yearly
Designation	Managing Director	Whole-time Director	Non-Executive Director	Independent Director	Independent Director	Whole-time Director
Directorship held in other Public Companies	Nil	Nil	Nil	Nil	Nil	Nil

[Excluding foreign, private and Section 8 Companies]						
Chairmanship and Membership in the Committees of Other Boards of Companies in which he is Director*	Nil	Nil	Nil	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Relative (Husband) of Mrs. Varsha Agarwal, Non-executive Director.	None	Relative (Wife) of Rajkumar Agarwal, CFO-Managing Director	None	None	None
Terms & conditions of appointment/reappointments	Mr. Rajkumar Agarwal hold the office of CFO/Managing Director for the period of 5 Years commencing from 27 th June, 2025, he will not be liable to retire by rotation and he will get the remuneration for his office. Other term and conditions will be applicable as mentioned in the appointment letter.	Mr. Parmeshwar Ojha hold the office of Whole-time Director for the period of 5 Years commencing from 27 th June, 2025, he will be liable to retire by rotation and he will get the remuneration for his office. Other term and conditions will be applicable as mentioned in the appointment letter.	Mrs. Varsha Agarwal hold the office of Non-executive Director. She will be liable to retire by rotation and She will get the remuneration for her office. Other term and conditions will be applicable as mentioned in the appointment letter.	He will be entitled for fee for attending the meetings of the Board or any committee thereof as per the provisions of Companies Act, 2013 and as may be decided by the Board of Directors. He will not be liable to retire by rotation. Other term and conditions will be applicable as mentioned in the appointment letter.	He will be entitled for fee for attending the meetings of the Board or any committee thereof as per the provisions of Companies Act, 2013 and as may be decided by the Board of Directors. He will not be liable to retire by rotation. Other term and conditions will be applicable as mentioned in the appointment letter.	Mr. Balasubramani an Raman hold the office of Whole-time Director for the period of 3 Years commencing from 14 th July, 2025, he will be liable to retire by rotation and he will get the remuneration for his office. Other term and conditions will be applicable as mentioned in the appointment letter.