



## GHCL Textiles Limited

(CIN: L18101GJ2020PLC114004)

Registered Office: GHCL House, Opp. Punjabi Hall, Navrangpura, Ahmedabad – 380009 (Gujarat)

Phone: 079- 26427818, 26427519

Corporate Office: GHCL House, B-38, Institutional Area, Sector - 1, Noida – 201301 (U.P.)

Phone: 0120 – 4939900, 2535335.

Email: [secretarial@ghcltextiles.co.in](mailto:secretarial@ghcltextiles.co.in) ; [info@ghcltextiles.co.in](mailto:info@ghcltextiles.co.in), Website: [www.ghcltextiles.co.in](http://www.ghcltextiles.co.in)

### NOTICE OF POSTAL BALLOT

[Notice pursuant to Section 110 read with Section 108 of the Companies Act, 2013, read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (**MCA**) *inter-alia* for conducting Postal Ballot through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, latest being 03/2025 dated September 22, 2025 (collectively referred to as “**MCA Circulars**”), read with Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and Secretarial Standard on General Meetings (“**SS-2**”) (as amended) issued by the Institute of Company Secretaries of India and notified by MCA and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force), that the Company proposes to seek approval of the members by passing of the proposed resolution appended below through postal ballot by remote e-voting process only (E-voting).

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only to all those Members whose e-mail address are registered with the Company/Registrar and Share Transfer Agent (“RTA”) or Depository/ Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, February 06, 2026**. (“cut-off date”) In compliance with Sections 108 and 110 of the Companies Act, 2013 read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice.

Members may note that this Notice will be also available on Company’s website [www.ghcltextiles.co.in](http://www.ghcltextiles.co.in) and on the Stock Exchanges’ website ([www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)) and Central Depository Services (India) Limited (“CDSL”)’s website ([www.evotingindia.com](http://www.evotingindia.com)). Any member seeking e-copy of this notice may write to us at [secretarial@ghcltextiles.co.in](mailto:secretarial@ghcltextiles.co.in).

#### Special Business:

**Item No. 1 - Approval for appointment of Mr. Alok Raj, IRS (Retd.) (DIN: 10390709) as an Independent Director of the Company.**

To consider and pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16, 17 and



25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Alok Raj (DIN: 10390709), who was recommended to be appointed as a Director (in the capacity of an Independent Director) of the Company by the Board w.e.f. April 01, 2026 and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder and SEBI Listing Regulations, 2015, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from the date of appointment i.e. April 01, 2026 and up to March 31, 2031.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, CEO, CFO and Company Secretary, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution.”

By order of the Board  
For GHCL Textiles Limited

**Regd. Office**

GHCL House, Opp. Punjabi Hall  
Navrangpura, Ahmedabad – 380009 (Gujarat)

Place: Noida

Date: January 29, 2026

Sd/-

Lalit Narayan Dwivedi

Company Secretary

Membership No.: F10487

Address: B-38, GHCL House, Sector-1, Noida

**NOTES**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts and reasons for the proposed resolution are annexed hereto.
2. Members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, February 06, 2026 (cut-off date)** will be considered for the purpose of reckoning the voting rights and also for sending the notice. A person who is not a Member of the Company as on the cut-off date, should treat this Notice for information purpose only. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date shall follow the same procedure for e-Voting as provided for below. In this Notice, the term member(s) or shareholder(s) are used interchangeably.
3. MCA vide its relevant circulars, have permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent (FOR) or dissent (AGAINST) of the Members shall take place through the process of remote e-voting only.
4. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing Remote e-voting facility to the Members of the Company. The Remote e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com). Members are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.
5. The voting period will commence on **Wednesday, February 11, 2026 at 09.00 a.m. (IST)** and ends on **Thursday, March 12, 2026 at 05.00 p.m. (IST)** (inclusive of both the days). The Remote e-voting module shall be disabled by

Central Depository Services (India) Limited (CDSL) for voting thereafter. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.

6. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the **Cut-off date i.e. Friday, February 06, 2026**.
7. Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules 2014, the Board of Directors had appointed Mr. Manoj R. Hurkat, Practicing Company Secretary holding Membership No. F4287 and Certificate of Practice No. 2574 as the Scrutinizer for conducting the voting process through Postal Ballot (E-Voting) in accordance with the law and in a fair and transparent manner. The Board has also authorised Chairman of the Company to appoint one or more scrutinizers in addition to and/or in place of Mr. Hurkat.
8. The Scrutinizer, after scrutinizing the remote e-voting, shall make a report of the votes cast in favour or against, if any, shall submit the same to the Chairman, Directors, KMP(s) or any other person authorised by the Board after the completion of scrutiny of e-voting. The result of e-voting will be announced forthwith by the aforesaid authorised person on or before **Friday, March 13, 2026** by 05:00 PM at the Corporate office of the Company i.e. B-38, GHCL House, Institutional Area, Sector-1, Noida-201301.
9. The Results declared along with the Scrutinizer's Report shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website [www.ghcltextiles.co.in](http://www.ghcltextiles.co.in) and on the website of CDSL immediately after the result is declared by the Director or KMPs; and the results shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
10. The resolution, if passed by the requisite majority through postal ballot, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot through remote e-voting, shall be deemed to have been passed on the last date specified by the Company for e-voting, i.e. **Thursday, March 12, 2026** ("deemed date of passing of the resolution").
11. All documents referred to in the Notice and Explanatory Statement including disclosure of directors are available for inspection, without any fee, by the members at the Registered office / Corporate Office of the Company on all working days between 11.00 A.M. (IST) and 01.00 P.M. (IST) from the date of dispatch of the Notice upto the last date of e-voting i.e. **Thursday, March 12, 2026**. All the documents referred to in the accompanying Notice and Explanatory Statements, shall also be available for inspection through electronic mode, basis the request being sent by the members on [secretarial@ghcltextiles.co.in](mailto:secretarial@ghcltextiles.co.in) stating their name and Folio no./DP ID-Client ID/Beneficiary ID.

## 12. Instructions for remote e-voting are as below:

- (i) The voting period begins on **Wednesday, February 11, 2026 at 09.00 a.m.** (IST) and ends on **Thursday, March 12, 2026 at 05.00 p.m.** (IST) (both days inclusive). During this period shareholders of the Company, holding shares in dematerialized form, as on the cut-off date **Friday, February 06, 2026** may cast their vote electronically.
- (ii) Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

In order to increase the efficiency of the voting process, all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants, able to cast their

vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Pursuant to said SEBI Circular, login method for e-Voting for Individual Members holding securities in Demat mode with NSDL/CDSL are given below.

**(A) Access through Depositories (CDSL/NSDL) e-Voting system in case of individual shareholders holding shares in demat mode is given below:**

Type of Members	Login Method
Individual Members holding securities in Demat mode with <b>CDSL</b>	<p><b>A. Existing users who have opted for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. An option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System My Easi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> </ol> <p><b>B. User not opted for Easi/Easiest:</b> If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System My Easi Tab and then click on registration option.</p> <p><b>C. By visiting the e-voting website of CDSL:</b> The user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Members holding securities in demat mode with <b>NSDL</b>	<p><b>A. User already registered for NSDL IDeAS facility</b> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdsl.com">https://eservices.nsdsl.com</a> either on a Personal Computer or on a mobile.</p> <p>Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section.</p> <p>A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</p> <p>Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</p>

	<p>Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p><b>B. User not registered for IDeAS e-Services:</b> If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a>. After successful registration, please follow the steps given above to cast your vote</p> <p><b>C. by visiting E-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. 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.</li> <li>3. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol> <p><b>D. NSDL Speede</b> Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Members (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>2. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>3. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>

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

**(B) Access through CDSL e-Voting system for shareholders other than individual shareholders holding shares in demat mode.**

**(1) Login method of e-Voting for Members (including HUF) other than individual Members.**

Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

Click on “Members” tab.

Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - (i) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

- (ii) If you are a first-time user follow the steps given below:

	<b>For other than individual shareholders holding shares in Demat.</b>
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department.  Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details  <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an option to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification

**(2) Additional instruction for Non – Individual Members and Custodians for remote voting only**

**Step 1:** Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

**Step 2:** A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Step 3:** After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

**Step 4:** The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

**Step 5:** It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**Step 6:** Alternatively, Non Individual Members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, at least 48 hours before the meeting to the Company at [secretarial@ghcltextiles.co.in](mailto:secretarial@ghcltextiles.co.in), if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

**For Physical Members -**, please provide Folio No., Name of shareholder, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar **Card**) to Company ([secretarial@ghcltextiles.co.in](mailto:secretarial@ghcltextiles.co.in)) / RTA ([rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)).

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

#### 14. For Assistance / Queries for e-voting etc.

Login type	Helpdesk details
(i) Individual Members holding securities in Demat mode with <b>CDSL</b>	<p>If you have any queries or issues regarding attending e-voting from the e-voting system, you may refer the Frequently Asked Questions (“<b>FAQs</b>”) and e-voting manual available at <a href="http://www.evotingindia.com">www.evotingindia.com</a> under help section or write an email to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.1800225533</p> <p>All grievances connected with the facility for voting by electronic means may be addressed to <b>Mr. Rakesh Dalvi, Sr. Manager, (CDSL)</b> Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.1800225533.</p>
(ii) Individual Members holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 THE COMPANIES ACT, 2013

##### Item no. 1: Approval for appointment of Mr. Alok Raj, IRS (Retd.) (DIN: 10390709) as an Independent Director of the Company

- 1. Board and NRC Recommendation:** The Board of Directors presents this Explanatory Statement for the appointment of Mr. Alok Raj (DIN: 10390709) as an Independent Director of the Company.

The Nomination & Remuneration Committee (“NRC”), at its meeting held on January 27, 2026, after assessing the Board-approved skills matrix, succession requirements, and the Company’s evolving governance and risk landscape, recommended the appointment of Mr. Alok Raj, IRS(Retd.) as an Independent Director. The Board of Directors, at its meeting held on Janaury 29, 2026, approved the recommendation and resolved to seek shareholders’ approval through postal ballot for his appointment for a term of 5 years from April 1, 2026.

The Board is of the view that Mr. Raj’s appointment will significantly strengthen the Company’s governance framework, strategic oversight, and global perspective, particularly in the context of export-oriented textiles business, geopolitical risk, trade policy, regulatory interface, and national economic security considerations.

- 2. Skills Matrix and Board Composition Alignment:** In accordance with Regulation 17(4) read with Part D of Schedule II of the SEBI Listing Regulations, the Board has adopted a formal skills, expertise and competency matrix identifying the capabilities required for effective Board functioning, having regard to the Company’s business model, operating environment, risk profile and long-term strategy.

The Board, based on the recommendation of the NRC, has evaluated Mr. Alok Raj’s profile against this skills matrix and notes that he brings strong alignment with multiple identified competencies, including:

- Public policy, regulatory and institutional governance
- International trade, bilateral relations and export facilitation
- Geo-political risk assessment and strategic foresight

- Economic security and cross-border regulatory frameworks
- Oversight of enforcement, compliance and risk mitigation mechanisms

Given the Company's increasing engagement with export markets, global customers, regulatory complexities, and geo-political supply-chain considerations, the Board believes that Mr. Raj's expertise will meaningfully enhance the collective effectiveness, diversity of thought and strategic depth of the Board.

His appointment for a five-year term is consistent with the Board's succession planning philosophy and is intended to provide continuity, stability and long-term value creation, while fully preserving the principles of independence, objectivity and accountability expected of an Independent Director.

- 3. Statutory Requirement for Shareholders' Approval:** Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, shareholder approval is required for the appointment of a director within three months of such appointment or at the next general meeting, whichever is earlier.

Accordingly, this proposal is being placed before the Members for approval through postal ballot ( e-voting only).

- 4. Brief Profile of Mr. Alok Raj:** Mr. Alok Raj is a former Special Secretary, Cabinet Secretariat, Government of India, and a 1988 batch officer of the Indian Revenue Service (Customs & Indirect Taxes).

He has served the Government of India for over three decades, with extensive experience across:

- Department of Revenue
- Cabinet Secretariat
- Ministry of External Affairs

His professional expertise spans indirect taxation, investigation and enforcement, strategic planning, policy formulation, national and economic security, bilateral trade, and export promotion.

Mr. Raj has handled international affairs for over two decades, both in India and abroad, and has served in Indian Embassies in several countries at senior levels. He has played a key role in strengthening India's global outreach, bilateral relations, and multilateral diplomacy.

He holds an M.A. degree from Delhi School of Economics, University of Delhi, and continues to engage actively with geo-political developments and corporate governance practices.

In recognition of his distinguished service to the nation, Mr. Raj is a recipient of a prestigious civilian gallantry award, conferred by the Hon'ble Prime Minister of India.

The Board considers Mr. Raj's experience particularly relevant in the current global environment marked by trade realignments, supply-chain risks, regulatory complexity, and geopolitical uncertainty, all of which have direct implications for the textiles sector.

- 5. Independence and Eligibility:** The Board confirms that:

- Mr. Raj satisfies the criteria of "independent director" as prescribed under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI Listing Regulations.
- His appointment is independent of the management and promoters of the Company.
- There is no pecuniary relationship between Mr. Raj and the Company, its promoters, directors, or senior management that could affect his independence.

The Board is of the considered view that Mr. Raj's prior public service background enhances his independence and objectivity, given his deep understanding of governance, policy, and institutional accountability.

**6. Statutory Declarations and Disclosures:** Mr. Alok Raj has:

- Submitted Form DIR-2 consenting to act as a director.
- Furnished Form DIR-8, confirming that he is not disqualified under Sections 164(1) or 164(2) of the Companies Act, 2013.
- Confirmed that he has not been convicted of any offence involving moral turpitude or found guilty of fraud or misfeasance.
- Submitted a declaration of independence pursuant to Section 149(6) of the Act and Regulation 25(8) of the SEBI Listing Regulations.
- Confirmed compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, including registration with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs (IICA).
- Confirmed that he is not required to obtain security clearance from the Ministry of Home Affairs for this appointment.

The Company has also received a certificate from a Company Secretary in Practice pursuant to Regulation 34(3) read with Para C(10)(i) of Schedule V of the SEBI Listing Regulations and SEBI Circular dated June 20, 2018, confirming that Mr. Raj has not been debarred or disqualified by SEBI, MCA, or any other statutory authority.

A notice under Section 160 of the Companies Act, 2013 has been received proposing his appointment.

**7. Sitting Fees and Commission:** As a Non-Executive Independent Director, Mr. Alok Raj may be entitled to:

- Sitting fees for attending Board and Committee meetings. At present the sitting fees is Rs. 25,000/- per meeting of the Board/Committee.
- Reimbursement of expenses on actual basis.
- Profit-based commission, if any, as may be approved by the Board upon NRC recommendation, within the over all limits approved by shareholders.
- He shall not be entitled to any stock options, in accordance with Section 149(9) of the Companies Act, 2013.

**8. Availability of Documents for Inspection:** All relevant documents relating to this appointment will be available for inspection by members at the Registered Office and Corporate Office of the Company during business hours up to the last date of voting on the postal ballot.

**9. Board Recommendation & Rationale:** The Board firmly believes that Mr. Alok Raj's appointment will significantly enhance the Board's collective capability, particularly in the areas of:

- Governance and regulatory oversight
- International trade and policy interface
- Strategic risk assessment
- Long-term sustainability and resilience

Accordingly, and in view of other rationale given in this explanatory statement, in terms of Regulation 17(11) of the SEBI Listing Regulations, the Board of Directors unanimously recommends the Special Resolution for approval by the Members.

Except Mr. Alok Raj, none of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in this resolution.

## Annexure - 1

### Disclosures under Regulation 36(3) of the Listing Regulations read with SS - 2 for appointment of Mrs. Alok Raj as an Independent Director

The relevant details of Mr. Alok Raj, seeking appointment as an Independent Director of the Company under the accompanying Special Resolution, as required under Regulation 36(3) of the SEBI Listing Regulations read with applicable provisions of the Companies Act, 2013 and Secretarial Standard – 2, are given below:

Full Name	<b>Mr. Alok Raj</b>
Director Identification Number (DIN)	10390709
Age	63 years
Date of Birth	15.08.1962
Original Date of Appointment	Not applicable as Mr. Alok Raj is being appointed first time as an Independent Director of the Company.
Qualification	M.A., Delhi School of Economics, University of Delhi
Nature of expertise in specific functional areas/ Experience and Expertise	Public policy and governance, indirect taxation, regulatory enforcement, strategic planning, international relations, bilateral trade, export promotion, geo-political and economic security, institutional governance, risk oversight.
Brief Profile	Former Special Secretary, Cabinet Secretariat, Government of India; 1988 batch IRS (Customs & Indirect Taxes) officer with over three decades of experience across the Department of Revenue, Cabinet Secretariat and Ministry of External Affairs. Served in Indian Embassies abroad at senior levels, contributing to India's bilateral and multilateral engagements. Recipient of a prestigious civilian gallantry award conferred by the Hon'ble Prime Minister of India.
Remuneration last drawn (including sitting fees)	Not Applicable.
Remuneration to be paid	<ul style="list-style-type: none"> <li>Sitting fees for attending Board Meetings and Committee meetings, if any, where he is a member. At present sitting fee is Rs. 25,000/- per meeting of the Board/Committee.</li> <li>Reimbursement of expenses for participation in the Board and other meetings, if any.</li> <li>Commission, as determined by the Board of Directors upon recommendation of the Nomination &amp; Remuneration Committee, within the overall approval given by the shareholders.</li> </ul>

Term and conditions of appointment or re-appointment.	Appointment as an Independent Director, not liable to retire by rotation, for a term of 5 consecutive years w.e.f. April 01, 2026 and upto March 31, 2031.
Number of Board meetings attended (till the date of Notice)	Not Applicable
Shareholding in the Company including shareholding as a beneficial owner	None
Relationship with other Directors and KMP	None
Member/Chairperson of committees of the Company	None
Directorships held in other listed companies	NIL
Membership of committees held in other Indian companies	NIL
Chairpersonship of committees held in other Indian companies	NIL
Listed entities in India from which the person has resigned as Director in past three years	Not Applicable
Skills and capabilities required for the role and manner in which the proposed appointee meets such requirements	The Board, based on its skills matrix, has identified public policy insight, regulatory governance, international trade understanding, geo-political risk assessment and strategic oversight as key competencies required for effective Board functioning. Mr. Alok Raj's extensive experience in national governance, international diplomacy, economic and trade policy, and institutional decision-making aligns strongly with these requirements and is expected to add significant strategic depth to the Board's deliberations.