



P-2, Prime Industrial & Logistics Hub, Nr. Bharat Gas Plant,  
NH-8, Wadala Road, Hariyala, Kheda-387570. (Gujarat) INDIA  
CIN : L29100GJ1989PLC012576  
Tel. : 08980026110, 08980026220, Fax : (02764) 286334  
E-mail: info@geotexelin.com, URL: www.geotexelin.com



01<sup>st</sup> August, 2024

To  
**BSE Limited**  
**Listing Dept. / Dept. of Corporate Services**  
Phiroze Jeejeebhoy Towers,  
25<sup>th</sup> Floor, Dalal Street,  
Mumbai – 400001

**Scrip Code: 526638**

Dear Sir/Madam,

**Sub: Notice of 35<sup>th</sup> Annual General Meeting of the Company**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 35<sup>th</sup> Annual General Meeting (“AGM”) of the Company scheduled to be held on Saturday, 24<sup>th</sup> August, 2024 at 12:30 p.m. through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) in compliance with the applicable provisions of the Companies Act, 2013 and Rules framed thereunder read with MCA General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022, 10/2022 and 09/2023 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 5<sup>th</sup> May, 2022, 28<sup>th</sup> December, 2022 and 25<sup>th</sup> September, 2023 respectively and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated 12<sup>th</sup> May, 2020, 15<sup>th</sup> January, 2021, 13<sup>th</sup> May, 2022, 5<sup>th</sup> January, 2023 and 7<sup>th</sup> October, 2023 respectively.

The Notice of the 35<sup>th</sup> AGM is also available on the website of the Company at [www.geotexelin.com](http://www.geotexelin.com)

Kindly take the same on record.

Thanking you,  
**Yours faithfully,**  
**For Texel Industries Limited**

**Shubham Kiran Shah**  
**Company Secretary & Compliance Officer**

Encl: As above

**TEXEL INDUSTRIES LIMITED**

**CIN:** L29100GJ1989PLC012576

**Regd. Office:** Unit No. P-2, Prime Industrial and Logistics Hub, Hariala,  
Kheda, Matar, Gujarat, India, 387570

**Phone:** 8980026110/ 8980026220, **E-Mail:** [finance@geotexelin.com](mailto:finance@geotexelin.com),

**Website:** [www.geotexelin.com](http://www.geotexelin.com)

## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **THIRTY- FIFTH (35<sup>th</sup>) Annual General Meeting (“AGM”)** of the Members of **TEXEL INDUSTRIES LIMITED** will be held on **Saturday, 24<sup>th</sup> August, 2024 at 12:30 p.m.** through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) to transact the following business:

### **ORDINARY BUSINESS:**

**1. To receive, consider and adopt:**

- (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March, 2024 and the Reports of the Board of Directors and Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March, 2024 and the Report of the Auditors thereon.

**2. To appoint a Director in place of Mr. Naresh Ramniklal Mehta (DIN: 02888018), who retires by rotation and being eligible, offers himself for re-appointment.**

### **SPECIAL BUSINESS:**

**3. Appointment of Mr. Umesh Arvindbhai Vyas (DIN: 07979266) as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV, as amended from time to time (the “Act”) and pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”), Mr. Umesh Arvindbhai Vyas (DIN: 07979266) who was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director with effect from 28<sup>th</sup> May, 2024 for a period of five (5) consecutive years, pursuant to Section 161(1) of the Act and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years commencing from 28<sup>th</sup> May, 2024 to 27<sup>th</sup> May, 2029 and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any duly constituted Committee thereof) or any Directors or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**4. Appointment of Ms. Avni Chouhan (DIN: 08716231) as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV, as amended from time to time (the “Act”) and pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”), Ms. Avni Chouhan (DIN: 08716231) who was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director with effect from 13<sup>th</sup> July, 2024 for a period of five (5) consecutive years, pursuant to Section 161(1) of the Act and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided

in the Act and Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years commencing from 13<sup>th</sup> July, 2024 to 12<sup>th</sup> July, 2029 and that she shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any duly constituted Committee thereof) or any Directors or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**Registered Office:**

Unit No. P-2, Prime Industrial and Logistics Hub,  
Harijala, Kheda, Matar, Gujarat-387570

**Place :** Ahmedabad

**Date :** 13<sup>th</sup> July, 2024

**By Order of the Board of Directors**

**Shubham Kiran Shah**

Company Secretary & Compliance Officer

Membership No.: ACS 72784

**NOTES:**

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto.
2. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 2/2022 dated 5<sup>th</sup> May, 2022 read with General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 02/2021 dated 13<sup>th</sup> January, 2021, 02/2022 dated 5<sup>th</sup> May, 2022, 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through VC or OAVM without the physical presence of the members at the meeting. Further, the Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI circular no. SEBI/HO/CFD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October, 2023 ('SEBI Circulars') has granted certain relaxations in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode. In compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circulars, the 35<sup>th</sup> AGM of the Company is being held through VC or OAVM on **Saturday, 24<sup>th</sup> August, 2024 at 12:30 p.m.** The deemed venue for the 35<sup>th</sup> AGM shall be the Registered Office of the Company. Therefore, members can attend and participate in the 35<sup>th</sup> AGM through VC or OAVM mode only.
3. SINCE THE 35TH AGM OF THE COMPANY IS BEING HELD THROUGH VC OR OAVM PURSUANT TO THE ABOVE CITED MCA CIRCULARS & SEBI CIRCULARS, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, SEBI CIRCULARS AND LISTING REGULATIONS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE 35TH AGM ARE NOT ANNEXED TO THIS NOTICE.
4. Corporate members are requested to send to the Company on the email id: [finance@geotexelin.com](mailto:finance@geotexelin.com), the certified true copy of Board Resolution pursuant to the provisions of Section 113 of the Companies Act, 2013 authorizing their representatives to attend the AGM on their behalf through VC or OAVM and to vote through e-Voting in the AGM or through remote e-Voting.
5. Details as required, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India in respect of the Director seeking appointment/re-appointment at the AGM are provided in Annexure-A to this Notice.
6. In case of joint holders attending the meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
7. Members holding shares in electronic form, are requested to intimate any change in their address or any other changes with regard to their Identity proof to their Depository Participants with whom they are maintaining their demat accounts.
8. The Company through their RTA has sent individual letters to the Members holding shares of the Company in physical form whose KYC and Nomination details are not registered with the Company/ RTA for furnishing their PAN, KYC and Nomination details. Members holding shares of the Company in physical form are requested to furnish PAN, KYC and Nomination details to RTA of the Company at the following address:

M/s. Link Intime India Private Limited  
5<sup>th</sup> Floor, 506 to 508, Amarnath Business Centre – 1 (ABC-1),  
Beside Gala Business Centre, Nr. St. Xavier's College Corner,  
Off C G Road, Ellisbridge, Ahmedabad - 380006.  
Phone – 079 2646 5179/86/87, Email - [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)

9. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members in electronic mode up to the date of the 35<sup>th</sup> Annual General Meeting. Members can inspect the same by sending an email to the Company through their registered email id at [finance@geotexelin.com](mailto:finance@geotexelin.com).
10. Members desirous of getting any information on the Accounts at the Annual General Meeting, are requested to send an email to [finance@geotexelin.com](mailto:finance@geotexelin.com), at least 7 days before the Annual General Meeting so as to enable the Management to keep the information ready on the date of AGM.
11. The Annual Report along with the Notice of 35<sup>th</sup> AGM is being sent by electronic mode to all members whose email addresses are registered with the RTA of the Company/ Depository Participant(s). Members may note that this Notice along with the Annual Report for the F.Y. 2023-24 will be available on the Company's website viz. [www.geotexelin.com](http://www.geotexelin.com)
12. To support the 'Green Initiative' of the Ministry of Corporate Affairs, the Members who have not registered their e-mail addresses are requested to register the same with Link Intime India Private Limited/Depository Participant(s) as under:

**For Physical shareholders:-**

Please send duly signed Request Letter mentioning therein Name of shareholder, Folio No., Email ID & Mobile No. alongwith self-attested copy of PAN Card through email at [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in).

**For Demat shareholders:-**

Please contact your Depository Participant (DP) and register your email ID, Mobile No. & PAN No. with your DP as per the process advised by your DP.

13. The Company has a designated Email ID: "[invrelations@geotexelin.com](mailto:invrelations@geotexelin.com)" for redressal of Shareholders'/Investors complaints/grievances. In case you have any queries, complaints/grievances, then kindly write to the above mentioned email address.
14. If any of the members are holding shares in the same name or in the same order of names, under different folios, then members are requested to notify the same to the RTA of the Company for consolidation of their shareholding into a single folio.

**Process and manner for voting through electronic means:**

1. 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 General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022, 10/2022 and 09/2023 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 5<sup>th</sup> May, 2022, 28<sup>th</sup> December, 2022 and 25<sup>th</sup> September, 2023 respectively issued by the Ministry of Corporate Affairs and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 & SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, SEBI circular no. SEBI/HO/CFD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October, 2023 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 35<sup>th</sup> AGM. The facility of casting votes by a member using remote e-voting as well as e-voting system during the 35<sup>th</sup> AGM will be provided by CDSL. Instructions for remote e-voting are provided herein below at point no. (A.). Members whose email ids are not registered with the Company/RTA/ Depositories, for obtaining Annual Report & the login credentials for e-voting for the resolutions are requested to refer the instructions provided at point no. (B.). Instructions for shareholders attending the 35<sup>th</sup> AGM through VC or OAVM are given at point no. (C.). Further, instructions for e-voting during the 35<sup>th</sup> AGM are provided at point no. (D.)
2. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting through VC or OAVM but shall not be entitled to cast their vote again.
3. The Members can join the 35<sup>th</sup> AGM in the VC or OAVM mode 15 minutes before the scheduled time of the commencement of the meeting and it will be closed on expiry of 15 minutes from the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the 35<sup>th</sup> AGM through VC or OAVM is limited upto 1000 members on first come first serve basis. This will not include large Shareholders (i.e. 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 35<sup>th</sup> AGM without restriction on account of first come first serve basis.
4. The attendance of the Members attending the 35<sup>th</sup> AGM through VC or OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-off date i.e. Saturday, 17<sup>th</sup> August, 2024**, shall be entitled to avail the facility of remote e-voting as well as e-voting system at the 35<sup>th</sup> AGM.

6. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and holding shares as on the **Cut-off date i.e. Saturday, 17<sup>th</sup> August, 2024**, shall be entitled to exercise his/her vote electronically. i.e. through remote e-voting or through e-voting system at the 35<sup>th</sup> AGM. Such members may obtain Sequence No. for e-voting by sending a request at [finance@geotexelin.com](mailto:finance@geotexelin.com) and cast vote after following the instructions as provided in the Notice convening the meeting, which is available on the websites of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.
7. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
8. 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. Saturday, 17<sup>th</sup> August, 2024**.
9. **M/s. D. A. Rupawala & Associates, Chartered Accountants, Ahmedabad (Firm Regn. No. 108902W; Membership No. 37674)**, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting system on the date of 35<sup>th</sup> AGM in a fair and transparent manner.
10. The voting results declared along with the Scrutinizers Report shall be placed on the Company's website [www.geotexelin.com](http://www.geotexelin.com) and on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com) not later than two working days of the conclusion of the 35<sup>th</sup> Annual General Meeting of the Company and shall also be communicated to the Bombay Stock Exchange (BSE) where the shares of the Company are listed.

**(A.) The instructions for shareholders for remote e-voting and joining virtual meetings are as under:**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The **remote E-voting period will commence at 10:00 a.m. on Tuesday, 20<sup>th</sup> August, 2024 and will end at 5:00 p.m. on Friday, 23<sup>rd</sup> August, 2024 (both days inclusive)**. During this period shareholders of the Company holding shares either in physical form or dematerialized form as on the **Cut-off date i.e. Saturday, 17<sup>th</sup> August, 2024**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders /retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

**THE INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi tab and then use existing my easi username &amp; password.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per information provided by the company. On clicking the e-voting option, the user will be able to see e-Voting page of 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 e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) 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></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available on above mentioned websites.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact toll free at no.: 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) **Login Method for e-voting and joining virtual meeting for physical shareholders and shareholders other than individual holding in Demat form:**

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
2. Click on "Shareholders" module.
3. 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,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. 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.
6. If you are a first time user follow the steps given below:

	<b>For Physical Shareholders and other than Individual Shareholders holding shares in demat form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders 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.</li> </ul>
Dividend Bank Details OR 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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
9. For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN of Texel Industries Limited on which you choose to vote.
11. 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.
12. Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.

13. 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.
14. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
16. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**Additional facility for Non – Individual shareholders and Custodians – for remote voting only:**

- Non-Individual shareholders (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.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email addresses viz [rupawala\\_ca@yahoo.co.in](mailto:rupawala_ca@yahoo.co.in) and [finance@geotexelin.com](mailto:finance@geotexelin.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**(B) The Process for those Shareholders whose email addresses are not registered with the Company/ Depositories, for obtaining AGM Notice along with Annual Report & login credentials for e-Voting:**

**1. For Physical shareholders:-**

Please provide necessary details like 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 Company at [invrelations@geotexelin.com](mailto:invrelations@geotexelin.com) and Company's RTA at [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in).

**2. For Demat shareholders:-**

Please update your email id & mobile no. with your respective Depository Participant (DP).

**3. 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.

**(C) Instructions for Shareholders attending the AGM through VC/OAVM & E-voting during meeting are as under:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.



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 atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [finance@geotexelin.com](mailto:finance@geotexelin.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM 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 available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact toll free at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 22 55 33.

**Registered Office:**

Unit No. P-2, Prime Industrial and Logistics Hub,  
Harijala, Kheda, Matar, Gujarat, India, 387570

**Place :** Ahmedabad

**Date :** 13<sup>th</sup> July, 2024

**By Order of the Board of Directors**

**Shubham Kiran Shah**

Company Secretary & Compliance Officer

Membership No.: ACS 72784

## **ANNEXURE TO THE NOTICE**

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

#### **ITEM NO. 3**

The Board of Directors of the Company ('the Board') at its meeting held on 28<sup>th</sup> May, 2024, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), approved the appointment of Mr. Umesh Arvindbhai Vyas (DIN: 07979266) as an Additional Director of the Company for a period of five (5) consecutive years commencing from 28<sup>th</sup> May, 2024 to 27<sup>th</sup> May, 2029 and that he shall not be liable to retire by rotation.

Mr. Umesh Arvindbhai Vyas is not suffering from any disqualifications in terms of Section 164 of the Act, and has given his consent to act as a Director of the Company, and the Company has also received requisite Notice pursuant to Section 160 of the Act, proposing his candidature for the appointment as a Director of the Company. Declaration has also been received from Mr. Umesh Arvindbhai Vyas that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and also declared that he has not been debarred by SEBI/ MCA or any other authority from holding the office of director or continuing as a Director of the Companies.

In the opinion of the Board, Mr. Umesh Arvindbhai Vyas fulfils the conditions specified in the Act & the Rules thereunder and the Listing Regulations for appointment as an Independent Director, and he is independent of the management of the Company.

The brief profile and particulars of Mr. Umesh Arvindbhai Vyas is as follows. The other Information as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India is mentioned in the Annexure to the Explanatory Statement attached herewith.

Mr. Umesh Vyas is a Commerce and Law graduate. He has done LL.M. in Intellectual Property Laws, and is a fellow member of the Institute of Company Secretaries of India. He is having more than 25 years of experience in the area of Corporate Laws, Corporate Finance, Accounts, Taxation, IPR Laws and Foreign Exchange Management Act (FEMA), and other legal matters. He is a practicing Company Secretary at Ahmedabad. He is practicing in the diverse area like Corporate Laws, Intellectual Property Right (IPR) Laws, Foreign Exchange Management Act (FEMA), Voluntary Liquidation & Restructuring, Contract review, MSME Law and other non-litigation legal matters. He is currently serving as a member of Practicing Company Secretaries Committee (PCS Committee) of Ahmedabad Chapter of the Institute of Company Secretaries of India.

The Board of Directors is of the view that the appointment of Mr. Umesh Arvindbhai Vyas as an Independent Director of the Company would benefit the Company looking to the rich experience he brings with him and he possesses appropriate skills, expertise and competencies.

He would be entitled to sitting fees for attending the meeting of the Board of Directors and its Committees. Pursuant to Sections 149, 152, 160 and all other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulations, approval of the members by way of resolution is required for the appointment of Mr. Umesh Arvindbhai Vyas as an Independent Director of the Company.

The copy of the draft appointment letter setting out the terms and conditions of the appointment of Mr. Umesh Arvindbhai Vyas is open for inspection by the Members in electronic mode up to the date of this Annual General Meeting. Members can inspect the same by sending an email to the Company through their registered email id at [finance@geotexelin.com](mailto:finance@geotexelin.com)

The Board of Directors recommends the resolution set out at Item No. 3 for approval of the members as a Special Resolution.

Except Mr. Umesh Arvindbhai Vyas and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

#### **ITEM NO. 4**

The Board of Directors of the Company ('the Board') at its meeting held on 13<sup>th</sup> July, 2024, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), approved the appointment of Ms. Avni Chouhan (DIN: 08716231) as an Additional Director of the Company for a period of five (5) consecutive years commencing from 13<sup>th</sup> July 2024 to 12<sup>th</sup> July, 2029 and that she shall not be liable to retire by rotation.

Ms. Avni Chouhan is not suffering from any disqualifications in terms of Section 164 of the Act, and has given her consent to act as a Director of the Company, and the Company has also received requisite Notice pursuant to Section 160 of the Act, proposing her candidature for the appointment as a Director of the Company. Declaration has also been received from Ms. Avni Chouhan that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and also declared that she has not been debarred by SEBI/ MCA or any other authority from holding the office of director or continuing as a Director of the Companies.

In the opinion of the Board, Ms. Avni Chouhan fulfils the conditions specified in the Act & the Rules thereunder and the Listing Regulations for appointment as an Independent Director, and she is independent of the management of the Company.

The brief profile and particulars of Ms. Avni Chouhan is as follows. The other Information as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India is mentioned in the Annexure to the Explanatory Statement attached herewith.

Ms. Avni Chouhan, holds a postgraduate degree in commerce, is an associate member of the Institute of Company Secretaries of India. She was placed AIR-23 in the June 2014 ICSI survey of CS professionals. She has a law degree as well. She has a vast and extensive background as a Company Secretary and Compliance Manager in numerous businesses before transitioning into Practice, she has more than 9 years of combined experience working for Listed Companies, Chartered Accountants, and Company Secretaries firms, and she is currently based in Ahmedabad. Corporate Laws, ROC Issues, Intellectual Property Right (IPR) Laws, and Liasoning with ROC, Trademark Registry, Regional Director, Reserve Bank of India, Ministry of Corporate Affairs, and Stock Exchange are some of her primary professional areas. She is a researcher, an author, and a learner. She also serves as a director for other listed companies. She engages in multi- level business growth across several regions through different Institute events and participation in several working Committees during the past few years, she has also been socially engaged in the professional advancement of the Institute of Company Secretaries.

The Board of Directors is of the view that the appointment of Ms. Avni Chouhan as an Independent Director of the Company would benefit the Company looking to the rich experience she brings with her and she possesses appropriate skills, expertise and competencies.

She would be entitled to sitting fees for attending the meeting of the Board of Directors and its Committees. Pursuant to Sections 149, 152, 160 and all other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulations, approval of the members by way of resolution is required for the appointment of Ms. Avni Chouhan as an Independent Director of the Company.

The copy of the draft appointment letter setting out the terms and conditions of the appointment of Ms. Avni Chouhan is open for inspection by the Members in electronic mode up to the date of this Annual General Meeting. Members can inspect the same by sending an email to the Company through their registered email id at [finance@geotexelin.com](mailto:finance@geotexelin.com)

The Board of Directors recommends the resolution set out at Item No. 4 for approval of the members as a Special Resolution.

Except Ms. Avni Chouhan and her relatives, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

## ANNEXURE - A TO THE NOTICE

### Details of the Director seeking appointment/re-appointment at the Annual General Meeting

(Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India)

Name of Director	Mr. Naresh Ramniklal Mehta	Mr. Umesh Arvindbhai Vyas	Ms. Avni Chouhan
DIN	02888018	07979266	08716231
Date of Birth	06-12-1961	17-05-1969	15-04-1991
Qualification	Bachelor of Science and Masters of Science in Plastics Engineering - University of Massachusetts at Lowell, USA	Bachelor of Commerce, Master of Law, Company Secretary	Bachelor of Commerce, Bachelor of Law, Company Secretary
Experience	More than 22 years	More than 25 years	More than 9 years
Original Date of Appointment	02-08-1989	28-05-2024	13-07-2024
Expertise in specific functional area	Plastic Manufacturing Industry	Corporate Law, IPR, FEMA	Corporate Law and IPR

<b>Name of Director</b>	Mr. Naresh Ramniklal Mehta	Mr. Umesh Arvindbhai Vyas	Ms. Avni Chouhan
<b>Details of Directorship held in other Listed entities</b>	Nil	Nil	SVS Ventures Limited, Hipolin Limited, Monarch Network Capital Limited, One Global Service Provider Limited
<b>Details of Membership/ Chairmanship held in other Companies</b>	Nil	Nil	<ol style="list-style-type: none"> <li>1. SVS Ventures Limited: Audit Committee- Member Stakeholders Relationship Committee- Member Nomination and Remuneration Committee- Member</li> <li>2. Hipolin Limited: Audit Committee- Member Stakeholders Relationship Committee- Chairperson</li> <li>3. One Global Service Provider Limited Audit Committee- Chairperson Stakeholders Relationship Committee- Chairperson Nomination and Remuneration Committee- Member</li> </ol>
<b>Skills and Capabilities</b>	He possesses high level of knowledge and skills to develop new products and new applications using various polymers.	As mentioned above in the Explanatory Statement.	As mentioned above in the Explanatory Statement.
<b>Shareholding in the company</b>	99,801	Nil	Nil
<b>No. of Board meeting attended during the year (2023-24)</b>	1	Not Applicable	Not Applicable
<b>Relationship with other Directors and Key Managerial Personnel of the Company</b>	Brother of Mr. Shailesh Mehta, Chairman and Managing Director	Not related to any Directors and Key Managerial Personnel of the Company.	Not related to any Directors and Key Managerial Personnel of the Company

**Registered Office:**

Unit No. P-2, Prime Industrial and Logistics Hub,  
Harijala, Kheda, Matar, Gujarat, India, 387570

**Place :** Ahmedabad

**Date :** 13<sup>th</sup> July, 2024

**By Order of the Board of Directors**

**Shubham Kiran Shah**  
Company Secretary & Compliance Officer  
Membership No.: ACS 72784