



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



September 12, 2024

To,
BSE Limited
Phiroze Jejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 526638

**Sub: Intimation of Extra-ordinary General Meeting of Texel Industries Limited
("Company")**

Dear Sir/Madam,

This is to inform you that pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Extra-ordinary General Meeting ("**EGM**") of the Company will be held on Saturday, October 05, 2024 through physical mode at 806, Swati Clover, Shilaj Circle, Sardar Patel Ring Road, Thaltej Road, Ahmedabad - 380 054, Gujarat, India at 11:30 a.m. to transact the businesses as per the EGM Notice enclosed herewith.

The cut-off date, for determining the eligibility of members to vote by remote e-voting and voting at EGM, is Saturday, September 28, 2024.

The Company has engaged the services of Central Depository Services (India) Limited as the agency to provide the remote e-voting facility. The remote e-voting period will commence on Tuesday, October 01, 2024 (10:00 a.m.) and will end on, Friday, October 04, 2024 (05:00 p.m.).

Kindly take the same on your 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, Harijala, Kheda, Matar – 387 570, Gujarat, India. **Contact:** 8980026220/ 26110

Corporate Office: 806, Swati Clover, Shilaj Circle, Sardar Patel Ring Road, Thaltej Road, Ahmedabad - 380 054, Gujarat, India. **Contact:** +91-90 9994 9050

E-Mail: finance@geotexelin.com, **Website:** www.geotexelin.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting (“EGM”) of the Members of Texel Industries Limited (the “Company”) will be held on Saturday, October 05, 2024, at 806, Swati Clover, Shilaj Circle, Sardar Patel Ring Road, Thaltej Road, Ahmedabad - 380 054, Gujarat, India at 11:30 a.m. to transact the following businesses:

SPECIAL BUSINESS:

- 1. TO CONSIDER AND APPROVE THE PREFERENTIAL ISSUE OF WARRANTS BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS TO PERSONS BELONGING TO THE PROMOTER CATEGORY**

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

“RESOLVED THAT in accordance with the provisions of Sections 23, 42, 62(1)(c) of the Companies Act, 2013 (the “Act”), read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act (including any amendment thereto or re-enactment thereof for the time being in force), and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“SEBI SAST Regulations”), Foreign Exchange Management Act, 1999, as amended, (“FEMA”), and subject to other applicable rules, regulations, and guidelines of Securities and Exchange Board of India (“SEBI”), BSE Limited (“BSE”) (“BSE”/“Stock Exchange”), where the equity shares of the company are listed, and applicable and enabling provisions of the Memorandum and Article of Association of the company and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“MCA”), the SEBI, the Reserve Bank of India (“RBI”) or any other statutory or regulatory authority (hereinafter collectively referred to as “applicable laws”), in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchange and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and/or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee which the Board may have constituted to exercise certain powers, including the powers, conferred by this resolution), the consent and approval of the Members of the Company be and is hereby accorded to create, offer, issue and allot, by way of

preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the SEBI ICDR Regulations, up-to 7,84,312 (Seven Lakh Eighty Four Thousand Three Hundred and Twelve) fully convertible equity warrants (hereinafter referred to as “**Warrants**”) at an exercise price of ₹38.25 (Rupees Thirty Eight and Paise Twenty Five) per underlying equity share of the face value of ₹10/- (Rupees Ten only) (including a premium of ₹28.25 (Twenty Eight and Paise Twenty Five) per Warrant not being less than the price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, each convertible into one (1) equity share of face value of ₹10/- (Rupees Ten only) each (“**Equity Shares**”), aggregating to ₹2,99,99,934/- (Rupees Two Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred and Thirty Four only), for cash, to following persons/entities (“**Proposed Allottees**”) as given in the below table on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations:

S. No.	Name of the Proposed Allottees	Type of Proposed Allottees	Category of Proposed Allottees	Maximum no. of warrants to be offered	Consideration (in Rs.)
1.	Avani Shailesh Mehta	Individual	Promoter	5,22,875	1,99,99,968.75
2.	Bhupendra Ramniklal Mehta	Individual	Promoter	1,96,078	74,99,983.50
3.	Avishi Anuj Sharedalal	Individual	Promoter	65,359	24,99,981.75
Total				7,84,312	2,99,99,934.00

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI ICDR Regulations, for the determination of the issue price of the Warrants is taken to be Thursday, September 05, 2024 (“**Relevant Date**”) being the date which is 30 days prior to the date of Extraordinary General Meeting (“**EGM**”) i.e., Saturday, October 05, 2024.

RESOLVED FURTHER THAT aforesaid issue of the Warrants shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI ICDR Regulations including the following:

1. the Proposed Allottees of the Warrants shall, on or before the date of allotment of the Warrants, pay an amount equivalent to ₹9.57 (Rupees Nine and Paise Fifty Seven) which is more than 25% (twenty-five per cent) of the price fixed per Warrant in terms of the SEBI ICDR Regulations. The balance ₹28.68 (Rupees Twenty Eight and Paise Sixty Eight) of the Issue Price shall be payable by the Proposed Allottees at the time of exercising the Conversion of Warrant.
2. the consideration for allotment of Warrants and/or Equity Shares arising out of the exercise of such Warrants shall be paid to the Company from the Bank account of the Proposed Warrant Allottees.
3. the Warrants shall be issued and allotted by the Company only in Dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.
4. the Warrants shall be convertible into Equity Shares, in one or more tranches, within a period of 18 months from the date of allotment.
5. in case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.

6. the Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
7. upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to the exercise of the Warrants is completed within 15 days from the date of such exercise by the Proposed Allottees of such warrants.
8. the resulting Equity Shares shall rank pari-passu with the existing fully paid-up Equity Shares of the Company including dividend and voting Rights etc.
9. the resulting Equity Shares will be listed and traded on the Stock Exchange, where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be. Warrants shall not be listed.
10. the entire pre-preferential allotment equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
11. the Warrants and/or Equity Shares to be offered/issued and allotted pursuant to the option attached to the Warrants shall be subject to lock-in for such period as provided under the provisions of Chapter V of the SEBI ICDR Regulations.
12. Warrants, so allotted under this resolution, shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.
13. the Warrants by itself until converted into Equity Shares, does not give to the Warrant holder any rights (including any dividend or voting rights) in the Company in respect of such Equity Shares.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, the Board be and is hereby authorized to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees inviting them to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including external advisers, experts, legal advisers, managers, etc., to assist the Company, if required for the said preferential issue and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents and agreements as may be required.

RESOLVED FURTHER THAT Mr. Shailesh Ramniklal Mehta, Chairman & Managing Director (DIN: 01457666) and/or Mr. Shubham Kiran Shah, Company Secretary & Compliance Officer of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may, in their absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Warrants; making applications to the Stock Exchange for obtaining in-principle approval; listing of shares; filing requisite documents with the Ministry of Corporate Affairs

("MCA") and other regulatory authorities; filing of requisite documents with the depositories; resolve and settle any questions and difficulties that may arise in the preferential offer; issue and allotment of the Warrants; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Board of the Company, and that the Board shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects."

2. TO CONSIDER AND APPROVE THE PREFERENTIAL ISSUE OF EQUITY SHARES BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS TO PERSONS BELONGING TO PROMOTER CATEGORY AND NON-PROMOTER CATEGORY

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

"RESOLVED THAT in accordance with the provisions of Section 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force) ("**the Act**") and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, ("**SEBI ICDR Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended ("**SEBI LODR Regulations**"), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ("**SEBI SAST Regulations**"), Foreign Exchange Management Act, 1999, as amended, ("**FEMA**") and other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("**SEBI**") and/or BSE Limited ("**BSE/Stock Exchange**"), where the equity shares of the Company are listed, applicable provisions of the Memorandum and Articles of Association of the Company and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs ("**MCA**"), the SEBI, the Reserve Bank of India ("**RBI**") or any other statutory or regulatory authority (hereinafter collectively referred to as "**applicable laws**"), in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchange and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions (hereinafter collectively referred to as "**necessary approvals**"), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee of Directors duly constituted or to be constituted to exercise powers conferred on the Board by this resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the SEBI ICDR Regulations, up-to 49,67,302 (Forty Nine Lakh Sixty Seven Thousand Three Hundred and Two) equity shares of face value of ₹10/- (Rupees Ten only) each ("**Equity Shares**) at an issue price of ₹38.25 (Rupees Thirty Eight and Paise Twenty Five) per underlying Equity Share which includes a premium of ₹28.25 (Rupees Twenty Eight and Paise Twenty Five) per Equity Share not being less than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR

Regulations, aggregating up-to ₹18,99,99,301.50 (Rupees Eighteen Crore Ninety Nine Lakh Ninety Nine Thousand Three Hundred One and Paise Fifty), for cash, to following persons (“**Proposed Allottees**”) as given in the below table on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations:

Sr. No.	Name	Type of Proposed Allottees	Category of Proposed Allottees	Proposed number of Equity Shares to be allotted	Issue Price	Indicative Amount (In ₹)
1.	Avani Shailesh Mehta	Individual	Promoter	1,30,718	38.25	49,99,963.50
2.	Bhupendra Ramniklal Mehta	Individual	Promoter	65,359	38.25	24,99,981.75
3.	Avishi Anuj Sharedalal	Individual	Promoter	65,359	38.25	24,99,981.75
4.	Ashish Rameshchandra Kacholia	Individual	Non-Promoter	10,45,750	38.25	3,99,99,937.50
5.	Priyanka Amey Belorkar	Individual	Non-Promoter	6,53,591	38.25	2,49,99,855.75
6.	Pankaj Prasoon	Individual	Non-Promoter	6,53,591	38.25	2,49,99,855.75
7.	Praful Kumar	Individual	Non-Promoter	5,22,875	38.25	1,99,99,968.75
8.	Lalit Agrawal (HUF)	HUF	Non-Promoter	3,92,156	38.25	1,49,99,967.00
9.	Snehal Shah	Individual	Non-Promoter	2,61,437	38.25	99,99,965.25
10.	Amol B Taori	Individual	Non-Promoter	2,61,437	38.25	99,99,965.25
11.	Naresh Saraaf	Individual	Non-Promoter	2,61,437	38.25	99,99,965.25
12.	Jui Parag Lokhande	Individual	Non-Promoter	2,61,437	38.25	99,99,965.25
13.	Satyabrata Mohanty	Individual	Non-Promoter	2,61,437	38.25	99,99,965.25
14.	Palak Sanjay Agarwal	Individual	Non-Promoter	1,30,718	38.25	49,99,963.50
Total				49,67,302		18,99,99,301.50

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI ICDR Regulations, as amended up to date, for the determination of issue price of Equity Shares is taken to be Thursday, September 05, 2024 (“**Relevant Date**”) being the date which is 30 days before the date of Extraordinary General Meeting (“**EGM**”) i.e., Saturday, October 05, 2024.

RESOLVED FURTHER THAT aforesaid issue of Equity Shares shall be subject to the conditions prescribed under the Act and the SEBI ICDR Regulations including the following:

1. An amount equivalent to 100% of the total consideration for the Equity Shares will be payable at the time of subscription to the Equity Shares, as prescribed under Regulation 169 of the SEBI (ICDR) Regulations.
2. The consideration for allotment of relevant Equity Shares shall be paid to the Company from the Bank account of the Proposed Allottees only.
3. The Equity Shares shall be issued and allotted by the Company only in Dematerialized form within a period of 15 days from the date of passing a Special Resolution by the Members, provided that where the issue and allotment of said Equity Shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period

of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.

4. The entire pre-preferential equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
5. The Equity Shares to be offered/issued and allotted under the preferential issue shall be subject to lock-in for such period as provided under the provisions of Chapter V of SEBI ICDR Regulations.
6. The Equity Shares to be allotted shall be in dematerialized form only.
7. The Equity Shares will be listed and traded on the Stock Exchange, where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
8. The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects including as to the dividend declared and voting rights.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees inviting them to subscribe to the Equity Shares in accordance with the provisions of the Act.

RESOLVED FURTHER THAT Mr. Shailesh Ramniklal Mehta, Chairman & Managing Director (DIN: 01457666) and/or Mr. Shubham Kiran Shah, Company Secretary & Compliance Officer of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may, in their absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares; making applications to the Stock Exchange for obtaining in-principle approval; listing of shares; filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities; filing of requisite documents with the depositories; resolve and settle any questions and difficulties that may arise in the preferential offer; issue and allotment of the Equity Shares; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Board of the Company, and that the Board shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects."

Registered Office:

Unit No. P-2, Prime Industrial and Logistics Hub,
Harijala, Kheda, Matar – 387 570, Gujarat, India.

Place : Ahmedabad

Date : September 10, 2024

By Order of the Board of Directors

Sd/-

Shubham Kiran Shah

Company Secretary & Compliance Officer

Membership No.: ACS 72784

Notes:

1. An explanatory statement pursuant to Section 42 and 102 of the Companies Act, 2013 (the “Act”) read with relevant rules made thereunder and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the ‘SEBI ICDR Regulations’), setting out all material facts relating to the resolution for Item No. 1 and 2 in Notice are appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (‘EGM’/ ‘MEETING’) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER.**

The duly completed and signed instrument appointing proxy as per the format included in the Notice should be returned to the Registered/Corporate Office of the Company not less than 48 (forty eight) hours before the time for holding the EGM. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority, as applicable, issued by the member organization.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

3. Corporate members intending to send their authorised representatives to attend the EGM are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the EGM.

Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the EGM.

4. Only registered members of the Company may attend and vote at the EGM.
5. In case of joint holders attending the EGM, only such a joint holder who is senior by the order in which the name stands in the register of members will be entitled to vote.
6. Members are entitled to make nomination in respect of shares held by them in physical form as per the provisions of section 72 of the Companies Act, 2013. Members desirous of making nomination are requested to send Form SH-13 either to the Company or its Registrar and Share Transfer Agent. Members holding shares in DEMAT form may contact their respective Depository Participant for recording nomination in respect of their shares.
7. The relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the members at the Corporate Office of the Company on all working days between Monday to Friday except public holidays, between 10:00 a.m. (IST) to 1:00 p.m. (IST) up to the date of the Meeting and also at the venue, till the conclusion of the Meeting. The certificate from the Practicing Company Secretary confirming that the Preferential Allotment is being made in accordance with the requirements of the SEBI ICDR Regulations will be available for inspection at the Meeting. Members may also note that the Notice of EGM is available on the Company’s website i.e., www.geotexelin.com, on the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com.

8. To support the 'Green Initiative' announced by the Government of India, electronic copies of the Notice *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent only through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository unless the member has specifically requested for a hard copy of the same. The Company has through various communications from time to time, provided an opportunity to shareholders to register their e-mail address and changes therein. The members who are desirous of receiving the Notice in physical form may write to the Company's RTA for a copy of the same. **MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESSES WITH COMPANY'S RTA /DEPOSITORIES ARE REQUESTED TO CONTRIBUTE TO THE GREEN INITIATIVE BY REGISTERING THEIR E-MAIL ADDRESS, FOR RECEIVING ALL FUTURE COMMUNICATIONS THROUGH E-MAIL.**

Further, 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.

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.

9. 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.
10. Attendance Slip, Proxy Form and the Route Map showing directions to reach the venue of the EGM are annexed hereto.
11. 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
5th 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.
12. The Company has a designated Email ID: "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.
13. 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), the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the Extraordinary General Meeting (“EGM”) by electronic means and the business may be transacted through E-voting services arranged by Central Depository Services Limited (“CDSL”). The Members may cast their votes using an electronic voting system from a place other than the venue of the EGM (“remote E-voting”).

Instructions for remote e-voting are provided herein below at point no. (A); and Members whose email ids are not registered with the Company/RTA/Depositories, for obtaining EGM Notice & the login credentials for e-voting for the resolutions are requested to refer the instructions provided at point no. (B).

2. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the meeting but shall not be entitled to cast their vote again. The Members attending the EGM who have not cast their vote by remote e-voting shall be eligible to vote at the EGM by Ballot Paper.
3. 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, September 28, 2024**, shall be entitled to avail the facility of remote e-voting.
4. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and holding shares as on the **Cut-off date i.e. Saturday, September 28, 2024**, shall be entitled to exercise his/her vote electronically. i.e. through remote e-voting or voting through Ballot Paper at the EGM. Such members may obtain Sequence No. for remote e-voting by sending a request at 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.
5. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
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. **Saturday, September 28, 2024**.
7. This facility is arranged by the Central Depository Services Limited (“CDSL”). The instructions for e-voting are given in this Notice. **E-voting will commence on Tuesday, October 01, 2024, at 10:00 a.m. and will end on Friday, October 04, 2024, at 5:00 p.m.** E-voting shall not be allowed beyond the said date and time.

(A) INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING

The instructions for shareholders for remote e-voting 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.

1. The **remote E-voting period will commence at 10:00 a.m. on Tuesday, October 01, 2024, at 10:00 a.m. and will end on Friday, October 04, 2024, at 5:00 p.m. (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, September 28, 2024**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue by Ballot Paper.
3. 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.

1. 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 INTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:

Pursuant to abovesaid SEBI Circular, Login method for remote e-Voting for **Individual shareholders holding securities in Demat mode CDSL/ NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 the 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. Additionally, there are 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.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 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 with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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. If the user is 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 2. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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. 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

Type of shareholders	Login Method
	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 website for casting your vote during the remote e-Voting period.

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 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000

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) Login Method for e-voting for physical shareholders and shareholders other than individual holding in Demat form:

- The shareholders should log on to the e-voting website www.evotingindia.com
- Click on “Shareholders” module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 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 and voted on an earlier voting of any Company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

For Physical Shareholders and other than Individual Shareholders holding shares in demat form	
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"> 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.
Dividend Bank Details OR Date of Birth	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.

(DOB)	<ul style="list-style-type: none"> 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.
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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 e-voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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.
- 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.
- 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.
- 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 addresss viz rupawala_ca@yahoo.co.in and 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) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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 and Company's RTA at 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 casting a vote through remote e-Voting through Depository.

If you have any queries or issues regarding remote e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 21 09911.

Other Instructions:

1. As required by Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI LODR Regulations, the details about this Notice will be published in one English newspaper having a wide circulation in India (in the English language) and one vernacular newspaper having a wide circulation in Gujarat (in the Gujarati language).
2. The Board of Directors of the Company, at its meeting held on Tuesday, September 10, 2024 has appointed M/s. D. A. Rupawala & Associates, Chartered Accountants, Ahmedabad (Firm Regn. No. 108902W; Membership No. 37674), who in the opinion of the Board is a duly qualified person as a scrutinizer to scrutinize the voting processes in a fair and transparent manner. The Scrutinizer shall submit his report of the votes cast in favour or against, if any, to the Chairman of the Company.
3. The Scrutinizer shall after the receipt of assent or dissent of the Members on the aforementioned resolutions, first count the votes cast at the meeting, thereafter unblock the votes cast through

remote e-voting as per the procedure given under the Act and after the completion of his Scrutiny, submit his report to the Chairman of the Company on or before Tuesday, October 08, 2024.

4. The Result shall be announced by the Chairman of the Company on or before Tuesday, October 08, 2024 (within 2 working days of EGM) at the Company's website www.geotexelin.com and on the website of CDSL i.e. www.cdslindia.com and shall also be communicated to the Bombay Stock Exchange (BSE) where the shares of the Company are listed. The resolution will be taken as passed effectively on the date of EGM.

Registered Office:

Unit No. P-2, Prime Industrial and Logistics Hub,
Harijala, Kheda, Matar – 387 570, Gujarat, India.

Place : Ahmedabad

Date : September 10, 2024

By Order of the Board of Directors

Sd/-

Shubham Kiran Shah

Company Secretary & Compliance Officer

Membership No.: ACS 72784

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT
REGULATION 163(1) OF SEBI (ICDR) REGULATIONS

Accordingly, the following Explanatory Statement sets out the relevant information as required by Section 102(1) of the Companies Act, 2013 read with rules framed thereunder and Regulation 163(1) of SEBI (ICDR) Regulations, in respect of items given in the Notice that require approval of the Members.

Item Nos. 1 & 2

The Company requires an infusion of funds to meet the working capital requirements. Therefore, in order to support its growth plans, the Company proposes to raise capital to the tune of approximately ₹2,200 Lakhs.

As required under Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Regulation 163 of Chapter V of the SEBI (ICDR) Regulations and as per Companies Act, 2013:

1. Particulars of the offer including the date of passing of the Board

The Board of Directors of the Company (“**Board**”) at its meeting held on Tuesday, September 10, 2024, subject to the approval of the Members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 (“**the Act**”) and Rules made there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (“**SEBI ICDR Regulations**”), of the following securities to the proposed allottees (“**Proposed Allottees**”):

- (i) Upto an aggregate of 7,84,312 (Seven Lakh Eighty Four Thousand Three Hundred and Twelve) numbers of Fully Convertible Equity Warrants (“**Warrants**”), convertible into equivalent nos. of Equity Shares (i.e. one fully paid up Equity Share upon conversion of every one Warrant held) of a face value of ₹ 10/- (Rupees Ten only) each of the Company, at an exercise price of ₹38.25 (Rupees Thirty Eight and Paise Twenty Five) (including a premium of ₹28.25 (Twenty Eight and Paise Twenty Five)) per Warrant which is higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations; and
- (ii) Upto 49,67,302 (Forty Nine Lakh Sixty Seven Thousand Three Hundred and Two) equity shares (“**Equity Shares**”), at an issue price of ₹38.25 (Rupees Thirty Eight and Paise Twenty Five) (including a premium of ₹28.25 (Twenty Eight and Paise Twenty Five)) per Equity Share of the face value of ₹ 10/- each which is higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations.

The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI ICDR Regulations are set out below:

2. Objects of the Preferential Issue

Our Company intends to utilize the proceeds raised through the Preferential Issue (“**Issue Proceeds**”) towards funding the following objects:

1. Working capital requirement: The Company plans to utilise a part of the issue proceeds to meet its working capital requirements arising out of expansion of the increase in business.

2. General Corporate Purposes: Up to 25% (twenty-five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, meeting ongoing general corporate exigencies, contingencies and expenses of the Company as applicable and to repay certain high-cost unsecured debt in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.

(Collectively, referred to herein as the “**Objects**”)

The objects and objects incidental or ancillary to the main objects as stated in the Memorandum of Association enable us to undertake (i) our existing activities; (ii) the activities for which the funds are being raised through Preferential Issue and (iii) activities for which funds are being earmarked towards general corporate purposes.

Utilization of Issue Proceeds and proposed schedule of implementation and deployment of Issue Proceeds:

Given that the part of the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects*# (₹ in lakhs)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	Working capital requirements	1,672	Within 1 year from receipt of funds including receipt of the funds for the Warrants (as set out herein).
2.	General Corporate Purposes	528	Within 1 year from receipt of funds including receipt of the funds for the Warrants (as set out herein).
	Total	2,200	

**The amount utilized for general corporate purpose shall not exceed 25% of the Gross Proceeds.*

#considering 100% conversion of Warrants into Equity Shares within the stipulated time.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Till such time the issue proceeds are fully utilized, the Company shall keep the same in bank deposits and/or mutual funds and/or other shorts terms funds deposits in scheduled commercial banks or any other investment as permitted under applicable laws and as may be decided by the Board of Directors of the Company.

The above stated fund requirements are based on internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management.

3. Monitoring of Utilization of Funds

As the issue size is less than ₹100 Crore (Rupees One Hundred Crore), the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the SEBI ICDR Regulations.

4. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued.

These Special Resolutions authorize the Board to issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with SEBI ICDR Regulations, up to an aggregate of 7,84,312 (Seven Lakh Eighty Four Thousand Three Hundred and Twelve) numbers of Warrants, convertible into equivalent nos. of Equity Shares (i.e. one fully paid up Equity Share upon conversion of every one Warrant held) of a face value of ₹10/- (Rupees Ten only) each of the Company and 49,67,302 (Forty Nine Lakh Sixty Seven Thousand Three Hundred and Two) Equity Shares of face value of ₹10/- (Rupees Ten only) each of the Company aggregating to the amount not exceeding ₹21,99,99,235.50 (Rupees Twenty One Crore Ninety Nine Lakh Ninety Nine Thousand Two Hundred Thirty Five and Paise Fifty). Further, no assets of the Company are charged as securities for the said preferential issue.

5. Relevant Date

In terms of the provisions of Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue is Thursday, September 05, 2024, being the date 30 days prior to the date of EGM.

6. Basis on which the price has been arrived at and justification for the price (including premium), if any

Considering that the allotment shall be more than 5% of the post-issue fully diluted share capital of the Company, to the Proposed Allottees, the price, ₹38.25 (Rupees Thirty Eight and Paise Twenty Five) of the Warrants and Equity Shares to be issued and allotted has been determined taking into account the valuation report dated September 09, 2024 issued by CS Devang S. Thakar, Registered Valuer (SFA) (Registration no. IBBI/RV/03/2022/14881), in accordance with Regulation 164 and 166A of the SEBI ICDR Regulations (“**Valuation Report**”).

The Valuation Report shall be available for inspection by the Members and the same may be accessed on the Company's website at the link www.geotexelin.com.

The Equity Shares of the Company are listed on BSE Limited (“**BSE**”), and the Equity Shares are frequently traded in terms of SEBI ICDR Regulations and the trading volume of equity shares of the Company was higher on BSE during the preceding 90 trading days prior to the Relevant Date for computation of issue price.

In the case of the frequently traded shares, as per Regulation 164(1) of the SEBI ICDR Regulations, a minimum issue price of the specified securities in preferential issues has to be calculated as:

- a) the 90 trading days volume weighted average price (VWAP) of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b) the 10 trading days volume weighted average price (VWAP) of the related equity shares quoted on a recognized stock exchange preceding the relevant date;

whichever is higher.

Further as per regulation 164(4)(a), a preferential issue of specified securities to qualified institutional buyers, not exceeding five in number, shall be made at a price not less than the 10 trading days volume weighted average prices of the related equity shares quoted on recognized Stock Exchange preceding the relevant date. – **Not Applicable**

Provided that if the Articles of Association of the issuer provide for a method of determination that results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue. – **Not applicable**

Further, as per regulation 166A of the SEBI ICDR Regulations, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post-issue fully diluted share capital of the issuer, to an allottee or to allottee(s) acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. -**Not applicable**

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer, or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Price determined as per provisions of Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares).

Price determined as per 90 trading days VWAP on BSE – ₹37.76
Price determined as per 10- trading days VWAP on BSE – ₹38.21

Price determined as per provisions of Regulation 166A(1) of the SEBI ICDR Regulations: ₹38.21

Accordingly, the Warrants shall be issued at an issue price of ₹38.25 (Rupees Thirty Eight and Paisa Twenty Five) per Warrant of the face value of ₹10/- each (including a premium of ₹28.25 (Rupees Twenty Eight and Paisa Twenty Five) per Warrant) and Equity Shares shall be issued at an issue price of ₹38.25 (Rupees Thirty Eight and Paisa Twenty Five) per Equity Share of the face value of ₹10/- each (including a premium of ₹28.25 (Rupees Twenty Eight and Paisa Twenty Five) per Equity Share) which is higher than the issue price as determined as per the SEBI ICDR Regulations.

Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

Valuation for consideration other than cash: Not Applicable

7. Amount which the Company intends to raise by way of securities.

The Warrants and Equity Shares are proposed to be issued for cash at a price of ₹38.25 (Rupees Thirty Eight and Paisa Twenty Five) per Warrants and Equity Shares, including a premium of ₹28.25 (Rupees Twenty Eight and Paisa Twenty Five) per Warrants and Equity Shares aggregating to ₹21,99,99,235.50 (Rupees Twenty One Crore Ninety Nine Lakh Ninety Nine Thousand Two Hundred Thirty Five and Paisa Fifty).

8. Pending preferential issue

Presently, there has been no preferential issue pending or in process except as proposed in this Notice.

9. Re-computation of Issue Price

The Company shall re-compute the issue price of the Warrants and Equity Shares, in terms of the provision of the SEBI ICDR Regulations, where it is required to do so; and that if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants and Equity Shares allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottee(s).

10. Payment of Consideration:

For Warrants: In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to at least 25% (twenty five percent) of the total consideration for the Warrants will be payable at the time of subscription to the Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares.

A Warrant balance exercise price equivalent to the 75% of the issue price shall be payable by the Proposed Allottees at the time of exercising the Warrant.

In case the Warrant holder does not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically.

For Equity Shares: In terms of the provisions of Regulation 169(1) of the SEBI ICDR Regulations, 100% consideration of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of such Equity Shares. Accordingly, the entire consideration for Equity Shares is required to be paid to the Company at the time of allotment of Equity Shares to the Proposed Allottees.

The consideration for the Warrants and Equity Shares shall be payable in cash and has to be paid by the Proposed Allottees from their respective bank accounts and in case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

11. Dues toward SEBI, Stock Exchange or Depositories:

There are no outstanding dues of the Company payable towards SEBI, Stock Exchange or Depositories as on the date of this Notice.

12. The class or classes of persons to whom the allotment is proposed to be made

The preferential issue of Equity Shares is proposed to be made to the Proposed Allottees belonging to the Promoter Category and Non-Promoter Category which is given in detail in point 19.

13. Intent of the Promoters, Directors or Key Managerial Personnel or Senior Management of the Company to subscribe to the preferential issue

Except Avni Shaileshbhai Mehta, Bhupendra Ramniklal Mehta and Avishi Anuj Sharedalal, none of the Promoters, Directors or Key Managerial Personnel or Senior Management or their relatives intends to subscribe to any Warrants under the preferential issue.

14. Proposed time frame within which the preferential issue shall be completed

In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential allotment of Warrants and Equity Shares to Proposed Allottees pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolutions.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange or other concerned authorities.

Proposed Allottee of Warrants shall be entitled to convert the same into equal number of Equity Shares, in one or more tranches, within a period of eighteen (18) months from the date of allotment of Warrants.

Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the Warrants is completed within 15 days from the date of such exercise by the allottees of such Warrants.

15. Listing

The Company will make an application to the Bombay Stock Exchange (BSE) where the shares of the Company are listed, For listing of the aforementioned Equity Shares and Equity Shares allotted pursuant to conversion of the Warrants. The above shares, once allotted, shall rank pari passu with the then-existing equity shares of the Company in all respects.

16. Shareholding pattern of the Company before and after the preferential issue

The shareholding pattern of the Company before and after the proposed preferential issue to Promoter Group and Non-promoters are likely to be as follows:

Category	Pre-Issue Shareholding Structure		Warrants to be Allotted*	Equity Shares to be Allotted	Post-Issue Shareholding	
	No. of Shares	% of Shareholding			No. of Shares	% of Shareholding
(a) Individuals & HUF*	29,54,058	35.42	7,84,312	2,61,436	39,99,806	28.38
(b) Bodies Corporate	1,29,064	1.55	-	-	1,29,064	0.92
Sub Total (A1)	30,83,122	36.97	-	-	41,28,870	29.30
(A1) Foreign	4,03,418	4.84	-	-	4,03,418	2.86
Total Promoter shareholding A=A1+A2	34,86,540	41.81	7,84,312	2,61,436	45,32,288	32.16
(B1) Institutions (Domestic)	-	-	-	-	-	-
(B2) Institutions (Foreign)	-	-	-	-	-	-
(B3) Central Government/ State Government (s)/ President of India	-	-	-	-	-	-
(a) Individuals	40,64,438	48.74	-	37,90,835	78,55,273	55.75
(b) Body Corporate	2,66,419	3.19	-	-	2,66,419	1.89

Category	Pre-Issue Shareholding Structure		Warrants to be Allotted*	Equity Shares to be Allotted	Post-Issue Shareholding	
	No. of Shares	% of Shareholding			No. of Shares	% of Shareholding
(c) Others (Including NRI)	5,22,292	6.26	-	9,15,031	14,37,323	10.20
Sub Total (B4)	48,53,149	58.19	-	47,05,866	95,59,015	67.84
Total Public Shareholding B=B1+B2+B3+B4	48,53,149	58.19	-	47,05,866	95,59,015	67.84
(C) Non-Promoter Non-Public Shareholding	-	-	-	-	-	-
Grand Total (A+B+C)	83,39,689	100.00	7,84,312	49,67,302	1,40,91,303	100.00

Notes:

- (1) The pre-issue shareholding pattern is on the latest BENPOS date i.e., Friday, September 06, 2024.
- (2) The above post-issue shareholding is prepared assuming full conversion of Warrants issued pursuant to resolution at item No.1 into equity shares.
- (3) Post-shareholding structure may change depending upon any other corporate action in between.

17. Particulars of the Proposed Allottee and the identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the preferential issue:

Sr. No.	Names	PAN	Natural Persons who are the Ultimate Beneficial Owners (UBOs)	Pre-preferential holding & (%)	Present issue of Warrants*	Present issue of Equity Share*	Post-preferential holding & (%)
1.	Avani Shailesh Mehta	AFJPM 1000N	Not Applicable -	1,20,341 (1.44%)	5,22,875	1,30,718	7,73,934 (5.49%)
2.	Bhupendra Ramniklal Mehta	AFKPM 3069A	Not Applicable -	1,70,473 (2.04%)	1,96,078	65,359	4,31,910 (3.07%)
3.	Avishi Anuj Sharedalal	BMRP M3145 G	Not Applicable -	3,003 (0.04%)	65,359	65,359	1,33,721 (0.95%)
4.	Ashish Rameshchandra Kacholia	AADPK 0757F	Not Applicable -	-	-	10,45,750	10,45,750 (7.42%)
5.	Priyanka Amey Belorkar	ALZPA 7124P	Not Applicable -	-	-	6,53,591	6,53,591 (4.64%)
6.	Pankaj Prasoon	AJCPP8 912F	Not Applicable -	2,23,200 (2.68%)	-	6,53,591	8,76,791 (6.22%)
7.	Praful Kumar	AMEPK 9506F	Not Applicable -	-	-	5,22,875	5,22,875 (3.71%)

8.	Lalit Agrawal (HUF)	AAAHL 6434R	Karta- Lalit Agrawal PAN- AABPA5224H	-	-	3,92,156	3,92,156 (2.78%)
9.	Snehal Shah	AAQPS 5304K	Not Applicable -	-	-	2,61,437	2,61,437 (1.86%)
10.	Amol B Taori	ABHPT 5528N	Not Applicable -	10,000 (0.12%)	-	2,61,437	2,71,437 (1.93%)
11.	Naresh Saraaf	AALPS 7124C	Not Applicable -	-	-	2,61,437	2,61,437 (1.86%)
12.	Jui Parag Lokhande	ACTPL 6223D	Not Applicable -	-	-	2,61,437	2,61,437 (1.86%)
13.	Satyabrata Mohanty	AIBPM 3712G	Not Applicable -	-	-	2,61,437	2,61,437 (1.86%)
14.	Palak Sanjay Agarwal	BYNPA 5799L	Not Applicable -	9,900 (0.12%)	-	1,30,718	1,40,618 (1.00%)

There is no change in control pursuant to the allotment of the Warrants and Equity Shares.

18. Lock-in Period

The Equity Shares/ Warrants/ Resulting Equity Shares proposed to be allotted on a preferential basis shall be locked in accordance with Chapter V of the SEBI ICDR Regulations.

1. The entire pre-preferential shareholding of the Proposed Allottees shall be subject to lock-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Warrants, as per the requirement of the SEBI ICDR Regulations.
2. The Warrants proposed to be issued to Proposed Allottees of the Company, shall be subject to lock-in for a period of 1 year from the date of allotment of such Warrants, as per the requirement of SEBI ICDR Regulations.
3. The proposed allotment of Equity Shares pursuant to the conversion of Warrants to Avani Shailesh Mehta, Bhupendra Ramniklal Mehta and Avishi Anuj Sharedalal, which forms part of Promoter Category of the Company, shall be subject to fresh lock-in for a period of 18 months from the date of grant of trading approval by the Stock Exchange, as per the requirement of SEBI ICDR Regulations.
4. The proposed allotment of Equity Shares to Avani Shailesh Mehta, Bhupendra Ramniklal Mehta and Avishi Anuj Sharedalal, which forms part of Promoter Category of the Company, shall be subject to fresh lock-in for a period of 18 months from the date of grant of trading approval by the Stock Exchange, as per the requirement of SEBI ICDR Regulations.
5. The proposed allotment of Equity Shares to Ashish Rameshchandra Kacholia, Priyanka Amey Belorkar, Pankaj Prasoan, Praful Kumar, Lalit Agrawal (HUF), Snehal Shah, Amol B Taori, Naresh Saraaf, Jui Parag Lokhande, Satyabrata Mohanty and Palak Sanjay Agarwal, which forms part of Non-Promoter Category of the Company, shall be subject to lock-in for a period of 6 months from the date grant of trading approval by the Stock Exchange, as per the requirement of SEBI ICDR Regulations.

19. The current and proposed status of the Proposed Allottees post the preferential issues namely, promoter or non-promoter

S. No.	Name of Allottee	Current Status	Post Status
1.	Avani Shailesh Mehta	Promoter	Promoter
2.	Bhupendra Ramniklal Mehta	Promoter	Promoter
3.	Avishi Anuj Sharedalal	Promoter	Promoter
4.	Ashish Rameshchandra Kacholia	Non-Promoter	Non-Promoter
5.	Priyanka Amey Belorkar	Non-Promoter	Non-Promoter
6.	Pankaj Prasoon	Non-Promoter	Non-Promoter
7.	Praful Kumar	Non-Promoter	Non-Promoter
8.	Lalit Agrawal (HUF)	Non-Promoter	Non-Promoter
9.	Snehal Shah	Non-Promoter	Non-Promoter
10.	Amol B Taori	Non-Promoter	Non-Promoter
11.	Naresh Saraaf	Non-Promoter	Non-Promoter
12.	Jui Parag Lokhande	Non-Promoter	Non-Promoter
13.	Satyabrata Mohanty	Non-Promoter	Non-Promoter
14.	Palak Sanjay Agarwal	Non-Promoter	Non-Promoter

20. Practicing Company Secretary's Certificate

A certificate from Mr. Ashish C Doshi, Practicing Company Secretary (FCS No.: F3544) (COP No.: 2356) (Partner of M/s. SPANJ & Associates, Company Secretaries), certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website www.geotexelin.com.

21. Valuation and justification for the allotment proposed to be made for consideration other than cash

Not applicable as the Company has not proposed to issue the Warrants and Equity Shares for consideration other than cash.

22. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price

During the year, no preferential allotment has been made to any person as of the date of this Notice.

23. Principle terms of assets charged as securities

Not applicable

24. Material terms of raising such securities

All material terms have been set out above.

25. Undertakings

- (a) The Proposed Allottees has confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- (b) The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

- (c) None of the Directors or Promoters and the Company are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) if the SEBI ICDR Regulations are not applicable.
- (d) None of the Company's Promoters and Directors are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- (e) The Company shall re-compute the price of the relevant securities to be allotted under the preferential issue in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.

If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Warrants/ Equity Shares to Proposed Allottees are being sought by way of a Special Resolution as set out in the said Item Nos. 1 & 2 of the Notice.

The issue of the Warrants and Equity Shares under the preferential issue would be within the Authorized Share Capital of the Company.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item Nos. 1 & 2 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Except as mentioned in point 13 above and their relatives, none of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of the Special Resolution as set out in Item Nos. 1 & 2 of this Notice.

Registered Office:

Unit No. P-2, Prime Industrial and Logistics Hub,
Harijala, Kheda, Matar – 387 570, Gujarat, India.

Place : Ahmedabad

Date : September 10, 2024

By Order of the Board of Directors

Sd/-

Shubham Kiran Shah

Company Secretary & Compliance Officer

Membership No.: ACS 72784



ATTENDANCE SLIP

CIN: L29100GJ1989PLC012576

Name of the Company: Texel Industries Limited

Registered office: Unit No. P-2, Prime Industrial and Logistics Hub, Harijala, Kheda, Matar – 387 570, Gujarat, India.

Venue of the Meeting: 806, Swati Clover, Shilaj Circle, Sardar Patel Ring Road, Thaltej Road, Ahmedabad - 380 054, Gujarat, India.

Date and Time: Saturday, October 05, 2024 at 11:30 a.m.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id*	
Client Id*	

Folio No.	
No. of Shares held	

Name of Shareholder:.....

Add:.....

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Extra General Meeting of the Company on Saturday, October 05, 2024 at 11:30 a.m. at 806, Swati Clover, Shilaj Circle, Sardar Patel Ring Road, Thaltej Road, Ahmedabad - 380 054, Gujarat, India.

Member's/Proxy's Signature

*Applicable for investors holding shares in electronic form.



Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L29100GJ1989PLC012576

Name of the Company: Texel Industries Limited

Registered office: Unit No. P-2, Prime Industrial and Logistics Hub, Harijala, Kheda, Matar – 387 570, Gujarat, India.

Venue of the Meeting: 806, Swati Clover, Shilaj Circle, Sardar Patel Ring Road, Thaltej Road, Ahmedabad - 380 054, Gujarat, India.

Name of the member (s):		
Registered address:		
E-mail Id:	Folio No /Client ID*	DP ID*

I/We, being the member(s) of Texel Industries Limited holding _____ Equity Shares, hereby appoint:

Name:	Email ID:
Address:	
Signature:	or failing him:

Name:	Email ID:
Address:	
Signature:	or failing him:

Name:	Email ID:
Address:	
Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on the Saturday, October, 05, 2024 At 11:30 a.m. at 806, Swati Clover, Shilaj Circle, Sardar Patel Ring Road, Thaltej Road, Ahmedabad - 380 054, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
1.	To consider and approve the preferential issue of warrants by way of preferential issue on private placement basis to persons belonging to the promoter category.		
2.	To consider and approve the preferential issue of equity shares by way of preferential issue on private placement basis to persons belonging to promoter category and non-promoter category.		

*Applicable for investors holding shares in electronic form.

Signed this day of 2024

Signature of Shareholders: _____

Signature of proxy holder(s): _____

Affix
Revenue
Stamps

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered/Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the company.
3. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
4. This is only optional. Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Please complete all details including details of member(s) in above box before submission.

ROUTE MAP TO EGM VENUE

