

NOTICE

NOTICE is hereby given that the 5th Annual General Meeting of the members of Cedaar Textile Limited will be held on Saturday, 15th day of November, 2025 at 11.30 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2025 ALONG WITH THE REPORTS OF AUDITORS AND DIRECTOR THEREON.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statements of the Company for the Financial Year ended 31st March 2025 and the reports of the auditors and director thereon laid before this meeting, be and are hereby considered and adopted."

2. **TO APPOINT A DIRECTOR IN PLACE OF MRS. BACHANGADA MONNAPPA SARASWATHI (DIN: 00205250) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT AS A DIRECTOR.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Bachangada Monnappa Saraswathi (DIN: 00205250), who retires by rotation at this meeting and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. **TO APPOINT M/S RAJ MITTAL & ASSOCIATES, CHARTERED ACCOUNTANTS (FRN: 012468N) AS STATUTORY AUDITORS OF THE COMPANY FOR 5 (FIVE) CONSECUTIVE FINANCIAL YEARS.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), **M/s Raj Mittal & Associates**, Chartered Accountants (FRN: 012468N) be and are hereby appointed as the Statutory Auditors of the Company to hold office for 5 (five) consecutive Financial years from 2025-26 to 2029-30 and who shall hold the office from the conclusion of ensuing 5th Annual General Meeting of the Company till the conclusion of the 10th Annual General Meeting of the Company, to fill up the casual vacancy caused due to resignation of M/s. Kapish Jain & Associates, (FRN: 022743N) at such remuneration as may be approved by the Board of Directors in consultation with the Auditors, plus applicable taxes and reimbursement of travel and out-of-pocket expenses."

SPECIAL BUSINESS:

4. **TO APPOINT SH VINAY AGGARWAL (DIN 00878512) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 152, 161 and any other applicable provisions of the Companies Act, 2013, and any rules made there under **Sh. Vinay Aggarwal (DIN 00878512)** who was appointed as an Additional Director of the Company by the Board of Directors in the Board Meeting held on 27.03.2025 to hold office up to the date of this Annual General meeting be and is hereby elected and appointed as Director of the Company”.

“RESOLVED FURTHER THAT pursuant to provisions of section 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the company be and is hereby accorded to appoint **Sh. Vinay Aggarwal (DIN 00878512)**, as an Independent Director of the Company, for the first term of 5 consecutive years from 27.03.2025, not to liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.”

5. TO APPOINT MR JAY PRAKASH SINGH (DIN: 11328640) AS A DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 152, 161 and any other applicable provisions of the Companies Act, 2013, and any rules made there under Mr. Jay Prakash Singh (DIN: 11328640) who was appointed as an Additional Director of the Company by the Board of Directors in the Board Meeting held on 23.10.2025 to hold office up to the date of this Annual General meeting be and is hereby elected and appointed as Director of the Company liable to retire by rotation”.

“RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as “the Act”), read with Schedule V to the Act and relevant Rules made thereunder and applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the Company, be and is hereby accorded to appoint Mr. Jay Prakash Singh (DIN: 11328640) as an Executive Director & CEO of the company, for a period of five years with effect from 23.10.2025 at a remuneration of Rs. 2,70,000/- per month with liberty to the Board or any of the committee of Board thereof, to increase the remuneration which shall not exceed Rs. 4,00,000 per month plus other perquisite and other allowance as applicable.”

“RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, wherein any financial year, the company incurs losses or its profits are inadequate, the Company will pay the above remuneration as minimum remuneration to Mr. Jay Prakash Singh (DIN: 11328640), Executive Director, subject to the fulfilment of the requirements, if any, set out in Schedule V to the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.”

6. TO RATIFY REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2026

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs 60,000/- (Rupees Sixty Thousand only) plus applicable tax and out of expenses incurred in connection with the cost audit, payable to **M/s Khushwinder Kumar & Associates, Cost Accountants, (Firm Registration No. 000102)** who has been appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026, be and is hereby ratified by the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution”.

7. TO APPOINT M/S B K GUPTA & ASSOCIATES, COMPANY SECRETARIES, LUDHIANA AS SECRETARIAL AUDITOR OF THE COMPANY FOR A FIRST TERM OF 5 (FIVE) CONSECUTIVE YEARS AND TO FIX THEIR REMUNERATION

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of members of the Company be and is hereby accorded to appoint **M/s B K Gupta & Associates**, Practicing Company Secretaries as the Secretarial Auditor of the Company, for a first term of 5 (five) consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30 to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report at such remuneration as may be approved by the Board of Directors in consultation with the said auditor, plus applicable taxes and reimbursement of travel and out-of-pocket expenses, and to avail any other services, certificates, or reports as may be permissible under applicable laws.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution”.

8. TO SHIFT THE REGISTERED OFFICE OF THE COMPANY FROM ONE STATE TO ANOTHER STATE.

To consider and if thought fit to pass the following resolution to be passed as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of Companies (Incorporation) Rules, 2014 (including Statutory modifications or re-enactments thereof) and subject to the confirmation by Regional Director, Ministry of Corporate Affairs, South East Region (Hyderabad), the Memorandum of Association of the Company be altered so as to change the place of the Company’s Registered Office from the State of Karnataka to the State of Punjab and Clause II of the Memorandum of Association of the Company be substituted by the following Clause II:

II. THE REGISTERED OFFICE OF THE COMPANY WILL BE SITUATED IN THE STATE OF PUNJAB.

“RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized to sign and file the application to the Regional Director, Ministry of Corporate Affairs, South East Region (Hyderabad), the for securing confirmation to the alteration to the Memorandum of Association of the Company so as to change the place of the Registered Office from the State of Karnataka to the State of Punjab.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to appoint, on behalf of the Company, Company Secretaries in whole-time practice, Advocates, Lawyers, Counsels and other consultants, if and when required, to represent the Company and plead on its behalf before the Regional Director, Ministry of Corporate Affairs, South East Region (Hyderabad) and/or any other agency in all the matters connected with the application of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be deemed necessary.”

**By Order of the Board
For CEDAAR TEXTILE LIMITED**

Place: Akbarpur Channa
Date: 23.10.2025

Sd/-
(Virender Goyal)
Director
DIN: 08702573

Sd/-
(Rajesh Mittal)
Managing Director
DIN: 08702551

NOTES:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, with respect to the Special Business to be transacted at the 5th Annual General Meeting (the ‘Meeting/AGM’) is annexed hereto.
2. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Sunday, the 09.11.2025 to Saturday, the 15.11.2025 (both days inclusive) for the purpose of AGM.
4. The Ministry of Corporate Affairs (‘MCA’), vide its General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022, 09/2023, 09/2024 and SEBI vide its Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020/ 79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations),

the 5th AGM of the Company shall be conducted through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. Participation of members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013.

5. The Company has appointed B K Gupta & Associates, Practicing Company Secretaries, Ludhiana as the Scrutinizer for scrutinizing the entire e-voting process i.e. remote e-voting and e-voting during the AGM, to ensure that the process is carried out in a fair and transparent manner.
6. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a duly certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. In case of joint holders, the member whose name appears as the first holder in the order of names as per the register of members of the Company will be entitled to vote.
8. To support the 'Green Initiative', Members holding Shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participant ('DP').
9. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
10. 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
11. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
13. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
14. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at <https://cedaartextile.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

15. The Securities and Exchange Board of India (SEBI) vide circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April 2018 has mandated compulsory submission of Permanent Account Number (PAN) and bank details by every participant in the securities market. Members holding shares in the electronic form are, therefore requested to submit their PAN and bank details to their Depository Participant(s) and members holding shares in physical form shall submit the details to Company/RTA.

INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS

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 voting period begins on November 12, 2025 at 9.00 AM and ends on November 14, 2025 at 5,00 PM. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of November 8, 2025 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.

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

Type of shareholders	Login Method
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Individual Shareholders holding securities in Demat mode with CDSL Depository	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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) 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 e-voting 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	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 or joining virtual meeting & voting during the meeting. 2) 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 3) 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 or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website 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 and voted on an earlier e-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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for Cedaar Textile Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- (xii) 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.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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 & can be delink 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 mandatory 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 address viz; info@cedaartextile.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM 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/EGM.
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 at least 5 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 advance at least 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@cedaartextile.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 EGM/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.

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/RTA email id.
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.

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 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, (CDSL) 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 toll free no. 1800 21 09911.

**By Order of the Board
For CEDAAR TEXTILE LIMITED**

Place: Akbarpur Channa Date: 23.10.2025	Sd/- (Virender Goyal) Director DIN: 08702573	Sd/- (Rajesh Mittal) Managing Director DIN: 08702551
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

The Board of Directors appointed **Sh. Vinay Aggarwal (DIN 00878512)** as an Additional Director of the Company with effect from 27.03.2025. In accordance with the provisions of Section 161(1) of the Companies Act, 2013, and the rules framed thereunder, **Sh. Vinay Aggarwal** would cease to hold office at the ensuing Annual General Meeting; however he shall be eligible for appointment as Director. Further, a notice under Section 160 of the Companies Act, 2013 has been received from a Member signifying his intention to propose the appointment of **Sh. Vinay Aggarwal** as an Independent Director.

Based on the recommendation of Nomination and Remuneration Committee, it is proposed by the Board to appoint **Sh. Vinay Aggarwal** as an Independent Director of the Company, whose term shall not be liable to retire by rotation, for a term of 5 (five) consecutive years on the Board of the Company.

Sh. Vinay Aggarwal is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act") and has given his consent to act as a director. The Board has also received declaration from him that he meets the criteria of Independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

None of the Directors/Key Managerial Personnel of the Company/their relatives, except **Sh. Vinay Aggarwal** himself, is in any way concerned or interested, in the said resolution. The Board recommends the Resolution as set out at Item No. 4 of the Notice for approval by the members for the appointment **Sh. Vinay Aggarwal**.

Information pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standard on General Meetings (SS-2) regarding the directors seeking appointment/re-appointment at the AGM.

Name	VINAY AGGARWAL
DIN	00878512
Date of Birth	29/04/1971
Age	54 years
Father's Name	Sh. Roshan Lal Aggarwal
Current Designation	Non-Executive - Independent Director
Whether part of Promoter/ Promoter Group	No
Qualification	Senior Secondary Passout
Current Occupation	Professional
Brief Profile including expertise and past experiences	His extensive expertise in business management, strategic planning, and market dynamics has been key to the company's growth and success
Terms and conditions of appointment	Appointed for the period of 5 years
Details of remuneration sought to be paid	Sitting Fees as may be paid as may be decided by the Board
Date of first appointment on the board	27.03.2025
Relationship between director inter-se	Not related to any director
Directorship held in other Companies	Dhananjaya Overseas Private Limited Dhananjaya Pet Solutions Private Limited

Skills and capabilities required for the role of Independent Directors and the manner in which the proposed person meets such requirements	Business management, strategic planning, and market dynamics
No. of equity shares held in the Company	NIL
Member of Committees Audit/ Risk Management/ Stakeholder Committee/ Partnership Firms/ LLP/ Proprietorship Firms	N/A
Listed entities from which Director has resigned from directorship in last three (3) years	NIL

ITEM NO. 5

The Board of Directors appointed Sh. Jay Prakash Singh (DIN 11328640) as an Additional Director of the Company with effect from 23.10.2025. In accordance with the provisions of Section 161(1) of the Companies Act, 2013, and the rules framed thereunder, Sh. Jay Prakash Singh would cease to hold office at the ensuing Annual General Meeting; however, he shall be eligible for appointment as Director.

The Nomination & Remuneration Committee has recommended to appoint Sh. Jay Prakash Singh as an Executive Director & CEO of the Company at a remuneration of Rs. 2,70,000/- per month with liberty to the Board or any of the committee of Board thereof, to increase the remuneration which shall not exceed Rs. 4,00,000 per month plus other perquisite and other allowance as applicable. Keeping his vast knowledge and varied experience that will be of great value to the Company, Board considers that association of Sh. Jay Prakash Singh (DIN 11328640) would be of immense benefit to the Company and it is desirable to appoint him as an Executive Director & CEO of the Company.

In the opinion of the Board, Sh. Jay Prakash Singh (DIN 11328640) fulfils the conditions specified under Section 196 read with Schedule V of the Companies Act and rules. He is not disqualified from being appointed as an Executive Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as an Executive Director of the Company.

The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Sh. Jay Prakash Singh for the office of Director of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Sh. Jay Prakash Singh himself, is in any way concerned or interested, in the said resolution. The Board recommends the Resolution as set out at Item No. 5 of the Notice for approval by the members for the appointment. Sh. Jay Prakash Singh

Information pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standard on General Meetings (SS-2) regarding the directors seeking appointment/re-appointment at the AGM.

Name	JAY PRAKASH SINGH
DIN	11328640
Date of Birth	09/01/1973
Age	53 Years
Father's Name	Sh. Rajender Singh
Current Designation	Executive -Professional
Whether part of Promoter/Promoter Group	No
Qualification	Diploma in Textile Technology

Current Occupation	Service
Brief Profile including expertise and past experiences	Expertise in textile manufacturing operations, procurement, production management, and distribution channel oversight
Terms and conditions of appointment	Director liable to retire by rotation
Details of remuneration sought to be paid	Rs. 2.70 lakhs to Rs. 4.00 lakhs per month as may be decided by the board from time to time
Date of first appointment on the board	23.10.2025
Relationship between director inter-se	Not related to any director
Directorship held in other Companies	NIL
Skills and capabilities required for the role of Independent Directors and the manner in which the proposed person meets such requirements	N.A.
No. of equity shares held in the Company	NIL
Member of Committees Audit/ Risk Management/ Stakeholder Committee/ Partnership Firms/ LLP/ Proprietorship Firms	N/A
Listed entities from which Director has resigned from directorship in last three (3) years	NIL

ITEM NO. 6

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s Khushwinder Kumar & Associates, Cost Accountants, (Firm Registration No. 000102) as Cost Auditors to conduct the audit of the cost accounts maintained by the Company for the financial year ending December 31, 2026, at a remuneration of Rs 60,000/- (Rupees Sixty Thousand only) plus applicable taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors must be ratified by the members of the Company. Accordingly, the consent of the Members is sought for the approval of the remuneration payable to the Cost Auditors for the financial year ending December 31, 2025.

The Board recommends the approval of the remuneration payable to M/s Hari Govind Singh & Co, Cost Accountants, (Firm Registration No.006762), for conducting the cost audit and the passing of the Ordinary Resolution set out at Item No.6 of the Notice.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 7

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report.

Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

M/s. B.K Gupta and Associates is a peer reviewed and a well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India. Mr. Bhupesh possess expertise in corporate advisory, transactional services, litigation, advocacy, and legal due diligence.

Mr. Bhupesh Gupta has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of M/s. B.K. Gupta and Associates as the Secretarial Auditors of the Company.

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No.7 of the Notice. None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

ITEM NO. 8

Presently the Registered Office of the Company is situated in State of Karnataka However keeping in view the growth potential and the opportunities in the State of Punjab, Board proposes to shift the Registered Office of the Company from the State of Karnataka to the State of Punjab.

At present, the company's registered office is situated at Bangalore Karnataka while the company main manufacturing operations, plant and administration office are located in Punjab. The geographical distance between the registered office and the operational center has been leading to administrative inconvenience and delays in decision making.

The shifting of the Registered Office of the Company will result in better control, co-ordination and co-operation. Thus, by effecting the change, the affairs of the Company would be managed more economically and efficiently to the advantage of all stakeholders. Consequently, the Board of Directors considered the same and subject to the approval of the shareholders, has approved the proposal for shifting the registered office to the State of Punjab.

In accordance with Provisions of the Section 13 of the Companies Act, 2013 pursuant to the shifting of Registered Office from one state to the other state, alteration in Clause II of the Memorandum of Association of the Company is required which requires the shareholder's approval by the way of Special Resolution.

The Board recommends the resolution to the members for their consideration and approval.

None of Director is interested or concerned in the proposed resolution except to the extent of their shareholding.

**By Order of the Board
For CEDAAR TEXTILE LIMITED**

Place: Akbarpur Channa
Date: 23.10.2025

Sd/-
(Virender Goyal)
Director
DIN: 08702573

Sd/-
(Rajesh Mittal)
Managing Director
DIN: 08702551