

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 11<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF ANGEL FIBERS LIMITED WILL BE HELD ON WEDNESDAY, 25<sup>TH</sup> DAY OF SEPTEMBER, 2024 AT 11.00 A.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT, INDIA - 361112 TO TRANSACT THE FOLLOWING BUSINESSES:**

**ORDINARY BUSINESSES**

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2024, TOGETHER WITH THE DIRECTORS AND AUDITORS REPORT**

*In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution;*

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended on 31<sup>st</sup> March, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

- 2. TO REAPPOINT MR. RAMESHKUMAR JIVRAJBHAI RANIPA (DIN: 03339532), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT**

**Explanation:** Based on the terms of appointment, office of executive directors and the non-executive & non independent directors are subject to retirement by rotation, Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532), who was appointed on May 08, 2020 and whose office is liable to retire by rotation at the ensuing AGM, being eligible, seeks re-appointment. Based on performance evaluation and the recommendation of the nomination and remuneration committee, the Board recommends his re-appointment. Therefore, members are requested to consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary resolution:-

“**RESOLVED THAT** Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532), who Retires by Rotation in terms of section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as executive director of the company whose office shall be liable to retirement by rotation”.

**SPECIAL BUSINESSES**

- 3. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH HARIPRIYA SPINNING MILL PRIVATE LIMITED**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act 2013 (“Act”) and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended till date and other applicable provisions of the act, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into the contract(s)/arrangement(s)/transaction(s) with Haripriya Spinning Mill Private Limited, a related party within the meaning of Section 2(76) of the Companies Act 2013 for Purchase of Raw Materials, Purchase of Products, Sale of Raw Material and Sale of Products and for any other purchase/sale transactions as the companies mutually decides, on such terms and conditions as the Board of Directors may deem fit up to a maximum aggregate value of Rs.100 Crore for the Financial Year 2024-25 provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors (including a Committee thereof) be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution.”

**4. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH REDECO FIBERS PRIVATE LIMITED:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act 2013 (“Act”) and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended till date and other applicable provisions of the act, approval of Shareholders be and is hereby accorded to authorize the Board of Directors of the Company to enter in to the contract(s)/arrangement(s)/transaction(s) with Redeco Fibers Private Limited, a related party within the meaning of Section 2(76) of the Companies Act 2013 for Purchase of Raw Materials, Purchase of Products, Sale of Raw Material and Sale of Products and for any other purchase/sale transactions as the companies mutually decides, on such terms and conditions as the Board of Directors may deem fit up to a maximum aggregate value of Rs.100 Crore for the financial year 2024-25 provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors (including a Committee thereof) be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution.”

**5. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH MURLIDHAR WORLDTRADE PRIVATE LIMITED:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act 2013 (“Act”) and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended till date and other applicable provisions of the act, approval of Shareholders be and is hereby accorded to authorize the Board of Directors of the Company to enter in to the contract(s)/arrangement(s)/transaction(s) with Murlidhar Worldtrade Private Limited, a related party within the meaning of Section 2(76) of the Companies Act 2013 for Purchase of Raw Materials, Purchase of Products, Sale of Raw Material and Sale of Products and for any other purchase/sale transactions as the companies mutually decides, on such terms and conditions as the Board of Directors may deem fit up to a maximum aggregate value of Rs.100 Crore for the financial year 2024-25 provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors (including a Committee thereof) be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution.”

**6. APPROVAL OF REMUNERATION OF COST AUDITOR**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Manish Bhagvandas Analkat, Cost Auditor (Firm Registration No. 100261) appointed by the Board on the recommendation of the Audit Committee

of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms and documents with the Registrar of Companies.”

**7. TO REAPPOINT MR. HITESHKUMAR CHHAGANBHAI CHANIYARA (DIN: 08814531) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY TO HOLD OFFICE FOR SECOND TERM OF CONSECUTIVE FIVE YEARS**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 other applicable provisions, if any, of Companies Act, 2013 (“Act”) and the rules made thereunder, read with Schedule IV of the Act and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company and on the approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Hiteshkumar Chhaganbhai Chaniyara (DIN: 08814531), who was appointed as an Independent Director and who hold office up to 28<sup>th</sup> July, 2025, who is eligible for reappointment and respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, be and is here by re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second and final term of five consecutive years i.e. from 29<sup>th</sup> July, 2025 till 28<sup>th</sup> July, 2030.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to take all the requisite, incidental, consequential steps to implement the above resolution and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, any question, query, or doubt that may arise in this regard, and to execute/publish all such notices, deeds, agreements, papers and writings as may be necessary and required for giving effect to this resolution.”

**8. TO REAPPOINT MS. JYOTI JASHVANTRAY KATARIA (DIN: 08817525) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY TO HOLD OFFICE FOR SECOND TERM OF CONSECUTIVE FIVE YEARS**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 other applicable provisions, if any, of Companies Act, 2013 (“Act”) and the rules made thereunder, read with Schedule IV of the Act and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company and on the approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Ms. Jyoti Jashvantray Kataria (DIN: 08817525), who was appointed as an Independent Director and who hold office up to 29<sup>th</sup> July, 2025, who is eligible for reappointment and respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of Director, be and is here by re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second and final term of five consecutive years i.e. from 30<sup>th</sup> July, 2025 to 29<sup>th</sup> July, 2030.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to take all the requisite, incidental, consequential steps to implement the above resolution and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, any question, query, or doubt that may arise in this regard, and to execute/publish all such notices, deeds, agreements, papers and writings as may be necessary and required for giving effect to this resolution.”

**9. TO APPROVE PAYMENT OF REMUNERATION PAYABLE TO MR. ROHANKUMAR JITENDRA RAIYANI (DIN: 08814726), MANAGING DIRECTOR OF THE COMPANY FOR HIS REMAINING TERM**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Rohankumar Jitendra Raiyani (DIN: 08814726), Managing Director of the Company as set out in the explanatory statement attached hereto, for the existing term until revised and further with other terms and conditions remaining unchanged as per the explanatory statement of resolution passed for his appointment as Managing Director with the power to the Board of Directors to alter and modify the same, inconsonance with the provisions of the Act and in the best interest of the Company;

**RESOLVED FURTHER THAT** subject to the provisions of Section 197 the Companies Act, 2013 as amended from time to time, the Remuneration payable to Mr. Rohankumar Jitendra Raiyani (DIN: 08814726), as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to undertake all such steps, as may be deemed necessary in this matter.

**RESOLVED FURTHER THAT** the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

**10. TO APPROVE PAYMENT OF REMUNERATION PAYABLE TO MR. RAMESHKUMAR JIVRAJBHAI RANIPA (DIN: 03339532), WHOLE TIME DIRECTOR & CHAIRMAN OF THE COMPANY FOR HIS REMAINING TERM**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532), Whole time director & Chairman of the Company as set out in the explanatory statement attached hereto, for the existing term until revised and further with other terms and conditions remaining unchanged as per the explanatory statement of resolution passed for his appointment as Whole time director & Chairman with the power to the Board of Directors to alter and modify the same, inconsonance with the provisions of the Act and in the best interest of the Company;

**RESOLVED FURTHER THAT** subject to the provisions of Section 197 the Companies Act, 2013 as amended from time to time, the Remuneration payable to Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532), as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to undertake all such steps, as may be deemed necessary in this matter.

**RESOLVED FURTHER THAT** the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

**11. TO APPROVE PAYMENT OF REMUNERATION PAYABLE TO MR. PANKAJ BECHARBHAI BHIMANI (DIN: 08818741), WHOLE TIME DIRECTOR OF THE COMPANY FOR HIS REMAINING TERM**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Pankaj Becharbhai Bhimani (DIN: 08818741), Whole time director of the Company as set out in the explanatory statement attached hereto, for the existing term until revised and further with other terms and conditions remaining unchanged as per the explanatory statement of resolution passed for his appointment as Whole time director with the power to the Board of Directors to alter and modify the same, inconsonance with the provisions of the Act and in the best interest of the Company;

**RESOLVED FURTHER THAT** subject to the provisions of Section 197 the Companies Act, 2013 as amended from time to time, the Remuneration payable to Mr. Pankaj Becharbhai Bhimani (DIN: 08818741), as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to undertake all such steps, as may be deemed necessary in this matter.

**RESOLVED FURTHER THAT** the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

**Date: 02.09.2024**  
**Place: Haripar, Jamnagar**

**For and on Behalf of the Board of Directors,**  
**Angel Fibers Limited**

**Mr. Rohankumar Raiyani**                      **Mr. Rameshkumar Ranipa**  
**Managing Director**                      **Chairman & Wholetime Director**  
**(DIN :08814726)**                              **(DIN :03339532)**



**IMPORTANT NOTES :**

1. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the businesses under Item Nos. 3 to 11 of the Notice, is annexed hereto.
2. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) and Secretarial Standard-2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting (‘Meeting’ or ‘AGM’) is furnished as Annexure to this Notice.
3. **A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company.**  
 A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.  
 The instrument appointing the proxy, duly completed, must be deposited at the Company’s registered office not less than 48 hours before the commencement of the meeting (on or before September 23, 2024, 11:00 a.m.). A proxy form for the AGM is enclosed. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.  
 During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the Company.
4. Members/Proxies should bring their Attendance slip duly signed and completed for attending the AGM. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
5. Corporate members, intending to send their authorized representatives to attend the AGM, are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the AGM.
6. In case of joint holders attending the AGM together, only holder whose name appearing first will be entitled to vote.
7. Holding of Company is fully in Demat Mode therefore Closure of Register of Members and Share Transfer Books of the Company is not applicable.
8. The route map showing directions to reach the venue of the 11<sup>th</sup> AGM is provided at the end of this Notice.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
10. The Notice of the AGM along with the Annual Report 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. As per MCA General Circular Nos. 20/2020 dated 5th May, 2020 and 10/2022 dated 28th December, 2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 exemption is provided to all the companies for sending physical copies of the notice along with Annual Report to the members whose e-mail Id is not registered. Members may note that this Notice and the Annual Report 2023-24 will also be available on the Company’s website viz. [www.angelfibers.com](http://www.angelfibers.com).
11. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
13. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
14. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
16. All documents specifically referred to in this Notice are opened for inspection at the registered office of the Company between 02.00 p.m. and 04.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of AGM.
17. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by National Security Depository Limited (NSDL), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through remote e-voting is deemed to have been passed as if they have been passed at the AGM.
18. The remote e-voting period commences on Sunday, September 22, 2024 (09:00 a.m.) and ends on Tuesday, September 24, 2024 (05:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Wednesday, September 18, 2024, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
19. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Wednesday, September 18, 2024.
20. The facility for voting through polling paper shall be made available at the AGM and the Members attending the AGM and holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Wednesday, September 18, 2024 and who have not already cast their vote by remote e-voting, shall be able to exercise their right to vote at the AGM.
21. The Members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
22. The Board of Directors has appointed M/s SCS and CO LLP, Practicing Company Secretary (Membership No. ACS 41942 COP 23630) as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM and in a fair and transparent manner.
23. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of polling paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

24. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
25. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.angelfibers.com](http://www.angelfibers.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER :-**

The remote e-voting period begins on Sunday, September 22, 2024 at 09 : 00 A.M. and ends on Tuesday, September 24, 2024 at 05 : 00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 18, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, Wednesday, September 18, 2024.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:




**STEP 1: ACCESS TO NSDL E-VOTING SYSTEM:**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="716 289 1214 579" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

**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
<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43</p>



**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
<b>a) For Members who hold shares in demat account with NSDL.</b>	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
<b>b) For Members who hold shares in demat account with CDSL.</b>	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
<b>c) For Members holding shares in Physical Form.</b>	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

- 1) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2) Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
- 3) Now you are ready for e-Voting as the Voting page opens.
- 4) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- 5) Upon confirmation, the message “Vote cast successfully” will be displayed.
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

- 1) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 2) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- 3) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E- VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [info@angelfibers.com](mailto:info@angelfibers.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [info@angelfibers.com](mailto:info@angelfibers.com)
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
4. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e- voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT**

**(Pursuant to section 102 of Companies Act, 2013 and Secretarial Standard – II on General Meetings)**

**ITEM NO. 3**

**APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH HARIPRIYA SPINNING MILL PRIVATE LIMITED: ORDINARY RESOLUTION**

Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder provided that any related party transaction will require prior approval of shareholders through ordinary resolution if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Haripriya Spinning Mill Private Limited is related party with reference to the Company within the meaning of Clause (76) of section 2 of the Companies Act 2013.

The value of proposed aggregate transactions with Haripriya Spinning Mill Private Limited is likely to exceed the said threshold limit during the financial year 2024-25.

Accordingly, transaction(s) entered with Haripriya Spinning Mill Private Limited comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder.

Hence, approval of the shareholders is being sought by way of Ordinary Resolution as per our related party transaction policy for the said Related Party Transaction(s) proposed to be entered by our Company with Haripriya Spinning Mill Private Limited in the financial year 2024-25.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act 2013 and the rules made thereunder and as amended from time to time due to the reason that transactions with related party are in the ordinary course of business and at the arm's length basis the same is being sought as an abundant precautionary measure.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date particulars of the transactions with Haripriya Spinning Mill Private Limited are as follows:

Sl.	Particulars	Remarks
1.	<b>Name of Related Parties</b>	Haripriya Spinning Mill Private Limited
2.	<b>Name of the Director or KMP who is related</b>	Mr. Rameshkumar Jivrajbhai Ranipa
3.	<b>Nature of Relationship</b>	Mr. Rameshkumar Jivrajbhai Ranipa is promoter & Chairman of Angel Fibers Limited and promoter & director of Haripriya Spinning Mill Private Limited. Mr. Rameshkumar Jivrajbhai Ranipa holds 1,47,82,700 number of Equity Shares (Majority Stake) in Angel Fibers Limited and holds 70,89,140 number of Equity Shares in Haripriya Spinning Mill Private Limited as on 31 <sup>st</sup> March, 2024
4.	<b>Monetary Value</b>	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed Rs. 100 Crores for FY 2024-25 with Haripriya Spinning Mill Private Limited.
5.	<b>Nature materials terms and particulars of the Contracts/arrangements/</b>	Purchase and Sale of Products and Raw Materials and these are dependent on the requirement of both for its products and raw materials from time to time and the ability to supply. However, such transactions would be in ordinary course of the Company's business and at the arm's length basis.
6.	<b>Any advance paid or received for the contracts/arrangements</b>	As per industry norms customs and usages.
7.	<b>Tenure of contracts/arrangement</b>	F.Y. 2024-25

8.	Any other information relevant or important for the members to take a decision on the proposed resolution.	Nil
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*Since, entire Promoters and Promoters' Group may construe as Related Party to this transaction, all entities falling under the definition of Promoters and Promoters' Group of the Company shall abstain from voting for this resolution.*

The Board of Directors recommends passing of the resolution as set out item no. 3 of this Notice as Ordinary Resolution.

#### ITEM NO. 4

#### **APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH REDECO FIBERS PRIVATE LIMITED: ORDINARY RESOLUTION**

Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder provided that any related party transaction will require prior approval of shareholders through ordinary resolution if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Redeco Fibers Private Limited is related party with reference to the Company within the meaning of Clause (76) of section 2 of the Companies Act 2013.

The value of proposed aggregate transactions with Redeco Fibers Private Limited is likely to exceed the said threshold limit during the financial year 2024-25.

Accordingly, transaction(s) entered with Redeco Fibers Private Limited comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder.

Hence approval of the shareholders is being sought by way of Ordinary Resolution as per our related party transactions policy for the said Related Party Transaction(s) proposed to be entered by our Company with Redeco Fibers Private Limited in the financial year 2024-25.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act 2013 and the rules made thereunder and as amended from time to time due to the reason that transactions with related party are in the ordinary course of business and at the arm's length basis the same is being sought as an abundant precautionary measure.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date particulars of the transactions with Redeco Fibers Private Limited are as follows:

Sl.	Particulars	Remarks
1.	<b>Name of Related Parties</b>	Redeco Fibers Private Limited
2.	<b>Name of the Director or KMP who is related</b>	Mr. Rameshkumar Jivrajbhai Ranipa & Mr. Jitendrabhai Gopalbhai Raiyani & Mr. Rohankumar Jitendrabhai Raiyani & Mr. Pankajbhai Becharbhai Bhimani
3.	<b>Nature of Relationship</b>	Mr. Rameshkumar Jivrajbhai Ranipa is promoter & Chairman of Angel Fibers Limited and promoter & director of Redeco Fibers Private Limited. Mr. Rameshkumar Jivrajbhai Ranipa holds 1,47,82,700 Equity Shares (Majority Stake) in Angel Fibers Limited and holds 31,25,000 number of Equity Shares in Redeco Fibers Private Limited

		<p>- Mr. Jitendrabhai Gopalbhai Raiyani is Promoter &amp; Executive Director of Angel Fibers Limited (holding 36,95,680 shares) and also a Director of Redeco Fibers Limited.</p> <p>- Mr. Pankajbhai Becharbhai Bhimani is Executive Director of Angel Fibers Limited and holds 15,20,000 number of Equity Shares in Redeco Fibers Private Limited.</p>
4.	<b>Monetary Value</b>	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed Rs. 100 Crores in the F.Y. 2024-25 with Redeco Fibers Private Limited
5.	<b>Nature materials terms and particulars of the Contracts/arrangements/</b>	Purchase and Sale of Products and Raw Materials and these are dependent on the requirement of both for its products and raw materials from time to time and the ability to supply. However, such transactions would be in ordinary course of the Company's business and at the arm's length basis.
6.	<b>Any advance paid or received for the contracts/arrangements</b>	As per industry norms customs and usages.
7.	<b>Tenure of contracts/arrangement</b>	F.Y. 2024-25
8.	<b>Any other information relevant or important for the members to take a decision on the proposed resolution.</b>	Nil

*Since, entire Promoters and Promoters' Group may construe as Related Party to this transaction, all entities falling under the definition of Promoters and Promoters' Group of the Company shall abstain from voting for this resolution.*

The Board of Directors recommends passing of the resolution as set out item no. 4 of this Notice as Ordinary Resolution.

#### ITEM NO. 5

#### **APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH MURLIDHAR WORLDTRADE PRIVATE LIMITED: ORDINARY RESOLUTION**

Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder provided that any related party transaction will require prior approval of shareholders through ordinary resolution if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Murlidhar Worldtrade Private Limited is related party with reference to the Company within the meaning of Clause (76) of section 2 of the Companies Act 2013.

The value of proposed aggregate transactions with Murlidhar Worldtrade Private Limited is likely to exceed the said threshold limit during the financial year 2024-25.

Accordingly, transaction(s) entered with Murlidhar Worldtrade Private Limited falls within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder.

Hence approval of the shareholders is being sought by way of Ordinary Resolution as per our related party transactions policy for the said Related Party Transaction(s) proposed to be entered by our Company with Murlidhar Worldtrade Private Limited in the financial year 2024-25.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act 2013 and the rules made thereunder and as amended from time to time due to the reason that transactions with related party are in the ordinary course of business and at the arm's length basis the same is being sought as an abundant precautionary measure.



Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date particulars of the transactions with Murlidhar Worldtrade Private Limited are as follows:

Sl.	Particulars	Remarks
1.	Name of Related Parties	Murlidhar Worldtrade Private Limited
2.	Name of the Director or KMP who is related	Mr. Rameshkumar Jivrajbhai Ranipa
3.	Nature of Relationship	Mr. Rameshkumar Jivrajbhai Ranipa is promoter & Chairman of Angel Fibers Limited and father of Dharmik Ranipa, Executive Director of Murlidhar Worldtrade Private Limited.
4.	Monetary Value	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed Rs. 100 Crores in the F.Y. 2024-25 with Murlidhar Worldtrade Private Limited.
5.	Nature materials terms and particulars of the Contracts/arrangements/	Purchase and Sale of Products and Raw Materials and these are dependent on the requirement of both for its products and raw materials from time to time and the ability to supply. However, such transactions would be in ordinary course of the Company's business and at the arm's length basis.
6.	Any advance paid or received for the contracts/arrangements	As per industry norms customs and usages.
7.	Tenure of contracts/arrangement	F.Y. 2024-25
8.	Any other information relevant or important for the members to take a decision on the proposed resolution.	Nil

*Since, Mr. Rameshkumar Jivrajbhai Ranipa, Promoter and Promoters' Group may construe as Related Party to this transaction, Mr. Rameshkumar Jivrajbhai Ranipa shall abstain from voting for this resolution.*

The Board of Directors recommends passing of the resolution as set out item no. 5 of this Notice as Ordinary Resolution.

#### ITEM NO. 6

##### **APPROVAL OF REMUNERATION OF COST AUDITOR: ORDINARY RESOLUTION**

The Board on the recommendation of the Audit Committee has approved the appointment of M/s Manish Bhagvandas Analkat, Cost Auditor (FRN: 100261) at remuneration of Rs. 40,000/- plus taxes as applicable and reimbursement of out-of-pocket expenses, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company; accordingly consent of the members is sought.

The Directors recommends the resolution for member's approval as an Ordinary Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board recommends the matter and the resolution set out under Item No. 06 for the approval of the Members by way of passing Ordinary Resolution(s).

**ITEM NO. 7**

**TO REAPPOINT MR. HITESHKUMAR CHHAGANBHAI CHANIYARA (DIN: 08814531) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY TO HOLD OFFICE FOR SECOND TERM OF CONSECUTIVE FIVE YEARS: SPECIAL RESOLUTION**

Mr. Hiteshkumar Chhaganbhai Chaniyara (DIN: 08814531) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 (“Act”) and rules made thereunder. He holds office as an Independent Director of the Company upto 28<sup>th</sup> July, 2025.

The Nomination and Remuneration Committee, on the basis of the report of performance evaluation of Independent Directors has recommended the reappointment of Mr. Hiteshkumar Chhaganbhai Chaniyara (DIN: 08814531) as an Independent Director for a second and final term of five years i.e. from 29<sup>th</sup> July, 2025 to 28<sup>th</sup> July, 2030.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of Nomination and Remuneration Committee considers that the background and experience and contributions made by of Mr. Hiteshkumar Chhaganbhai Chaniyara during his tenure and the continued association of Mr. Hiteshkumar Chhaganbhai Chaniyara would be beneficial to the Company and it is desirable to continue availing his services as an Independent Director.

Accordingly, it is proposed to re-appoint Mr. Hiteshkumar Chhaganbhai Chaniyara as Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second and final term of five years on the Board of the Company.

Section 149 of the Act prescribes that an independent director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides further that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board’s report. Section 149(11) of the Act provides that an Independent Director may hold office for up to two consecutive terms.

Mr. Hiteshkumar Chhaganbhai Chaniyara is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received notice in writing from a shareholder under Section 160 of the Act proposing the candidature of Mr. Hiteshkumar Chhaganbhai Chaniyara for the office of Independent Director of the Company. The Company has also received a declaration from Mr. Hiteshkumar Chhaganbhai Chaniyara that he meets the criteria of Independence as prescribed under Section 149(6) of the Act, as amended from time to time. In the opinion of the Board, Mr. Hiteshkumar Chhaganbhai Chaniyara fulfills the conditions for appointment as Independent Director as specified in the Act.

Copy of the draft letter for re-appointment of Mr. Hiteshkumar Chhaganbhai Chaniyara as a Non- Executive Independent Director setting out terms and conditions would be available for inspection in electronic mode.

Brief Profile and other details of Mr. Hiteshkumar Chhaganbhai Chaniyara are provided in annexure to the Notice pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The Board recommends passing of the said resolution as Special Resolution.

Mr. Hiteshkumar Chhaganbhai Chaniyara is deemed to be interested in the said resolution as it relates to his re-appointment.

None of other the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution.

The Board recommends the resolution set forth in Item no. 07 for the approval of the members.

**ITEM NO. 8**

**TO REAPPOINT MS. JYOTI JASHVANTRAY KATARIA (DIN: 08817525) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY TO HOLD OFFICE FOR SECOND TERM OF CONSECUTIVE FIVE YEARS : SPECIAL RESOLUTION**

Ms. Jyoti Jashvantray Kataria (DIN: 08817525) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 (“Act”) and rules made thereunder. He holds office as an Independent Director of the Company upto 29<sup>th</sup> July, 2025.

The Nomination and Remuneration Committee, on the basis of the report of performance evaluation of Independent Directors has recommended the reappointment of Ms. Jyoti Jashvantray Kataria (DIN: 08817525) as an Independent Director for a second and final term of five years i.e. from 30<sup>th</sup> July, 2025 to 29<sup>th</sup> July, 2030.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of Nomination and Remuneration Committee considers that the background and experience and contributions made by of Ms. Jyoti Jashvantray Kataria during her tenure and the continued association of Ms. Jyoti Jashvantray Kataria would be beneficial to the Company and it is desirable to continue availing his services as an Independent Director.

Accordingly, it is proposed to re-appoint Ms. Jyoti Jashvantray Kataria as Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second and final term of five years on the Board of the Company.

Section 149 of the Act prescribes that an independent director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides further that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board’s report. Section 149(11) of the Act provides that an Independent Director may hold office for up to two consecutive terms.

Ms. Jyoti Jashvantray Kataria is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received notice in writing from a shareholder under Section 160 of the Act proposing the candidature of Ms. Jyoti Jashvantray Kataria for the office of Independent Director of the Company. The Company has also received a declaration from Ms. Jyoti Jashvantray Kataria that she meets the criteria of Independence as prescribed under Section 149(6) of the Act, as amended from time to time. In the opinion of the Board, Ms. Jyoti Jashvantray Kataria fulfills the conditions for appointment as Independent Director as specified in the Act.

Copy of the draft letter for re-appointment of Ms. Jyoti Jashvantray Kataria as a Non- Executive Independent Director setting out terms and conditions would be available for inspection in electronic mode.

Brief Profile and other details of Ms. Jyoti Jashvantray Kataria are provided in annexure to the Notice pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The Board recommends passing of the said resolution as Special Resolution.

Ms. Jyoti Jashvantray Kataria is deemed to be interested in the said resolution as it relates to her re-appointment.

None of other the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution.

The Board recommends the resolution set forth in Item no. 08 for the approval of the members.

**ITEM NO. 9**

**TO APPROVE PAYMENT OF REMUNERATION PAYABLE TO MR. ROHANKUMAR JITENDRA RAIYANI (DIN: 08814726), MANAGING DIRECTOR OF THE COMPANY FOR HIS REMAINING TERM: SPECIAL RESOLUTION**

Mr. Rohankumar Jitendra Raiyani (DIN: 08814726) was appointed as Managing Director for a period of 5 years w.e.f September 25,2020 in the Annual General Meeting held on September 24, 2020 with a remuneration of Rs. 1,00,000 (one lac) per month including allowances. Further, in the Annual General Meeting held on September 29, 2021 his remuneration was revised to Rs. 60,00,000/- per annum excluding perquisite, which was fixed under Schedule V of Companies Act, 2013, therefore approval of Shareholders was sought for remuneration of director for his remaining term. The other terms and conditions of his appointment, as approved by the Shareholders shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Rohankumar Jitendra Raiyani (DIN: 08814726), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, remuneration payable to Mr. Rohankumar Jitendra Raiyani (DIN: 08814726), as Managing Director is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

**General Information**

**Nature of Industry:** The Company is engaged in manufacturing of varied cotton yarn from raw cotton.

**Date of commencement of commercial production:** The Commercial Production/Processing in the month of July, 2015.

**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

Financial performance based on given indicators:

(Amount in Rupees)

Particulars	FY 2023-24	FY 2022-23
Revenue from operations	189,26,44,330.00	120,73,50,609.00
Other income	4,52,57,784.00	286,27,093.00
<b>Total revenue</b>	<b>1,93,79,02,114.00</b>	<b>123,59,77,702.00</b>
EBITDA	11,47,46,375.00	7,25,70,278.00
Less:		
Finance Costs	4,14,59,419 .00	3,22,38,902.00
Depreciation	7,58,47,246.00	8,66,41,814.00
<b>Profit before tax, exceptional and extraordinary items</b>	<b>(25,60,290.00)</b>	<b>(4,63,10,438.00)</b>
Add/(Less): Exceptional/Extraordinary income/(expense)	0.00	0.00
<b>Profit before tax</b>	<b>(25,60,290.00)</b>	<b>(4,63,10,438.00)</b>
Less: Taxes on income	(30,34,976.00)	40,52,949.00
<b>Profit after tax</b>	<b>4,74,686.00</b>	<b>(5,03,63,388.00)</b>
EPS – Basic	0.02	(2.01)
EPS – Diluted	0.02	(2.01)

**Export performance and net foreign exchange:** During the year under review, the company has no direct export.

**Foreign Investment and collaborations, if any:** No collaborations has been made by the Company with any of foreign entity. Further, as at March 31, 2024 total holding of Foreign Shareholders was 2,28,000 Equity Shares.

**Information about the Managing Director:**

**Background Details:** Mr. Rohankumar Jitendra Raiyani (DIN: 08814726), aged 29 years is appointed as the Managing Director of our Company. Mr. Rohankumar Jitendra Raiyani is responsible for activities related to manufacturing.

**Past Remuneration:** Rs. 60,00,000 P.A.

**Job Profile and his suitability:** His Capabilities as an accountable and entrepreneur enable him to diversify Company's presence into different nations and thereby different horizons.

**Terms and conditions of Remuneration: -**

Basic Salary up to Rs. 60,00,000 P.A. excluding perquisite mentioned hereunder for the existing term.

**Comparative remuneration profile with respect to Industry, Size of the company, Profile of the position and person:**

Taking into consideration the size of the Company, the profile of Mr. Rohankumar Jitendra Raiyani, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

**Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel:**

Mr. Rohankumar Jitendra Raiyani has pecuniary relationship to the extent he is director and direct relative of Promoter of the Company.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the appointment of Mr. Rohankumar Jitendra Raiyani (DIN: 08814726) as a Managing Director of the Company are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid for the existing term of Mr. Rohankumar Jitendra Raiyani (DIN: 08814726) until revised further with other terms and conditions remaining unchanged as per the resolution passed.

Mr. Rohankumar Jitendra Raiyani (DIN: 08814726) for the term as Managing Director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 09 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Rohankumar Jitendra Raiyani (DIN: 08814726) and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.



**ITEM NO. 10**

**TO APPROVE PAYMENT OF REMUNERATION PAYABLE TO MR. RAMESHKUMAR JIVRAJBHAI RANIPA (DIN: 03339532), WHOLE TIME DIRECTOR & CHAIRMAN OF THE COMPANY FOR HIS REMAINING TERM: SPECIAL RESOLUTION**

Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532) was appointed as whole time director & chairman for a period of 5 years w.e.f. September 25, 2020 in the Annual General Meeting held on September 24, 2020 with a remuneration of Rs. 1,00,000 (one lac) per month including allowances. Further, in the Annual General Meeting held on September 29, 2021. His remuneration was revised to Rs. 60,00,000/- per annum excluding perquisite, which was fixed under Schedule V of Companies Act, 2013, therefore approval of Shareholders was sought for his remaining term. The other terms and conditions of his appointment, as approved by the Shareholders shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, remuneration payable to Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532), as whole time director & chairman is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

**General Information**

**Nature of Industry:** The Company is engaged in manufacturing of varied cotton yarn from raw cotton.

**Date of commencement of commercial production:** The Commercial Production/Processing in the month of July, 2015.

**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

Financial performance based on given indicators:

(Amount in Rupees)

Particulars	FY 2023-24	FY 2022-23
Revenue from operations	189,26,44,330.00	120,73,50,609.00
Other income	4,52,57,784.00	286,27,093.00
<b>Total revenue</b>	<b>1,93,79,02,114.00</b>	<b>123,59,77,702.00</b>
EBITDA	11,47,46,375.00	7,25,70,278.00
Less:		
Finance Costs	4,14,59,419 .00	3,22,38,902.00
Depreciation	7,58,47,246.00	8,66,41,814.00
<b>Profit before tax, exceptional and extraordinary items</b>	<b>(25,60,290.00)</b>	<b>(4,63,10,438.00)</b>
Add/(Less): Exceptional/Extraordinary income/(expense)	0.00	0.00
<b>Profit before tax</b>	<b>(25,60,290.00)</b>	<b>(4,63,10,438.00)</b>
Less: Taxes on income	(30,34,976.00)	40,52,949.00
<b>Profit after tax</b>	<b>4,74,686.00</b>	<b>(5,03,63,388.00)</b>
EPS – Basic	0.02	(2.01)
EPS – Diluted	0.02	(2.01)

**Export performance and net foreign exchange:** During the year under review, the company has no direct export.

**Foreign Investment and collaborations, if any:** No collaborations has been made by the Company with any of foreign entity. Further, as at March 31, 2024 total holding of Foreign Shareholders was 2,28,000 Equity Shares.

**Information about the Whole Time Director:**

**Background Details:** Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532), aged 53 years is appointed as the whole time director & chairman of our Company. Mr. Rameshkumar Jivrajbhai Ranipa is responsible for activities related to manufacturing.

**Past Remuneration:** Rs. 60,00,000 P.A.

**Job Profile and his suitability:** His Capabilities as an accountable and entrepreneur enable him to diversify Company's presence into different nations and thereby different horizons.

**Terms and conditions of Remuneration: -**

Basic Salary up to Rs. 60,00,000 P.A. excluding perquisite mentioned hereunder for the existing term.

**Comparative remuneration profile with respect to Industry, Size of the company, Profile of the position and person:**

Taking into consideration the size of the Company, the profile of Mr. Rameshkumar Jivrajbhai Ranipa, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

**Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel:**

Mr. Rameshkumar Jivrajbhai Ranipa has pecuniary relationship to the extent he is director and Promoter of the Company.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the appointment of Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532) as whole time director & chairman of the Company are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid for the existing term of Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532) until revised further with other terms and conditions remaining unchanged as per the resolution passed. Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532) for the term as whole time director & chairman will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 10 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532) and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

**ITEM NO. 11**

**TO APPROVE PAYMENT OF REMUNERATION PAYABLE TO MR. PANKAJ BECHARBHAI BHIMANI (DIN: 08818741), WHOLE TIME DIRECTOR OF THE COMPANY FOR HIS REMAINING TERM: SPECIAL RESOLUTION**

Mr. Pankaj Becharbhai Bhimani (DIN: 08818741) was appointed as whole time director for a period of 5 years w.e.f September 25, 2020 in the Annual General Meeting held on September 24, 2020 with a remuneration of Rs. 1,00,000 (one lac) per month including allowances. Further, in the Annual General Meeting held on September 29, 2021 his remuneration was revised to Rs. 36,00,000/- per annum excluding perquisite, which was fixed under Schedule V of Companies Act, 2013, therefore approval of Shareholders was sought for remuneration of director for 3 years upto September 28, 2024. The other terms and conditions of his appointment, as approved by the Shareholders shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Pankaj Becharbhai Bhimani (DIN: 08818741), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, remuneration payable to Mr. Pankaj Becharbhai Bhimani (DIN: 08818741), as whole time director is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

**General Information**

**Nature of Industry:** The Company is engaged in manufacturing of varied cotton yarn from raw cotton.

**Date of commencement of commercial production:** The Commercial Production/Processing in the month of July, 2015.

**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

Financial performance based on given indicators:

(Amount in Rupees)

Particulars	FY 2023-24	FY 2022-23
Revenue from operations	189,26,44,330.00	120,73,50,609.00
Other income	4,52,57,784.00	286,27,093.00
<b>Total revenue</b>	<b>1,93,79,02,114.00</b>	<b>123,59,77,702.00</b>
EBITDA	11,47,46,375.00	7,25,70,278.00
Less:		
Finance Costs	4,14,59,419 .00	3,22,38,902.00
Depreciation	7,58,47,246.00	8,66,41,814.00
<b>Profit before tax, exceptional and extraordinary items</b>	<b>(25,60,290.00)</b>	<b>(4,63,10,438.00)</b>
Add/(Less): Exceptional/Extraordinary income/(expense)	0.00	0.00
<b>Profit before tax</b>	<b>(25,60,290.00)</b>	<b>(4,63,10,438.00)</b>
Less: Taxes on income	(30,34,976.00)	40,52,949.00
<b>Profit after tax</b>	<b>4,74,686.00</b>	<b>(5,03,63,388.00)</b>
EPS – Basic	0.02	(2.01)
EPS – Diluted	0.02	(2.01)

**Export performance and net foreign exchange:** During the year under review, the company has no direct export.

**Foreign Investment and collaborations, if any:** No collaborations has been made by the Company with any of foreign entity. Further, as at March 31, 2024 total holding of Foreign Shareholders was 2,28,000 Equity Shares.

**Information about the Whole Time Director:**

**Background Details:** Mr. Pankaj Becharbhai Bhimani (DIN: 08818741), aged 42 years is appointed as the whole time director of our Company. Mr. Pankaj Becharbhai Bhimani is responsible for activities related to manufacturing.

**Past Remuneration:** Rs. 36,00,000 P.A.

**Job Profile and his suitability:** His Capabilities as an accountable and entrepreneur enable him to diversify Company's presence into different nations and thereby different horizons.

**Terms and conditions of Remuneration: -**

Basic Salary up to Rs. 36,00,000 P.A. excluding perquisite mentioned hereunder for the existing term.

**Comparative remuneration profile with respect to Industry, Size of the company, Profile of the position and person:**

Taking into consideration the size of the Company, the profile of Mr. Pankaj Becharbhai Bhimani, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

**Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel:**

Mr. Pankaj Becharbhai Bhimani has pecuniary relationship to the extent he is director of the Company.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the appointment of Mr. Pankaj Becharbhai Bhimani (DIN: 08818741) as whole time director of the Company are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid for the existing term of Mr. Pankaj Becharbhai Bhimani (DIN: 08818741) until revised further with other terms and conditions remaining unchanged as per the resolution passed.

Mr. Pankaj Becharbhai Bhimani (DIN: 08818741) for the term as whole time director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 11 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Pankaj Becharbhai Bhimani (DIN: 08818741) and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

**Date: 02.09.2024**

**Place: Haripar, Jamanagar**

**For and on Behalf of the Board of Directors,  
ANGEL FIBERS LIMITED**

**Mr. Rohankumar Raiyani**  
**Managing Director**

**(DIN :08814726)**

**Mr. Rameshkumar Ranipa**  
**Chairman &**

**Whole-time Director**

**(DIN :03339532)**

**ANNEXURE TO THE NOTICE DATED SEPTEMBER 02, 2024**

The relevant details, pursuant to Regulations 36(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) are as follows:

<b>Name</b>	<b>Mr. Rameshkumar Jivrajbhai Ranipa</b>
<b>Date of Birth</b>	April 21, 1971
<b>Qualification</b>	S.S.C
<b>Experience - Expertise in specific functional areas - Job profile and suitability</b>	Mr. Rameshkumar Jivrajbhai Ranipa is a director in three private limited company, two of which is also a spinning mill and he is having expertise in the field of marketing and management.
<b>No. of Shares held as on March 31, 2024 including shareholding as a Beneficial Owner.</b>	1,47,82,700 equity shares
<b>Terms &amp; Conditions</b>	Liable to retire by rotation
<b>Remuneration Last Drawn</b>	Sitting Fees of Rs. 35,000
<b>Remuneration sought to be paid</b>	Sitting Fees of Rs. 30,000
<b>Number of Board Meetings attended during the Financial Year 2023-24</b>	08 Meeting out of 08 Board Meetings
<b>Date of Original Appointment</b>	May 08, 2020
<b>Date of Appointment in current terms</b>	September 29, 2021
<b>Directorships held in public companies including deemed public companies and this company</b>	01
<b>Memberships / Chairmanships of committees of public companies*</b> <small>*Considered Audit Committee &amp; Stake Holders Relationship Committee</small>	Chairmanship : 0 Membership: 0
<b>Inter-se Relationship with other Directors.</b>	Mr. Rameshkumar Jivrajbhai Ranipa is father-in-law of Mr. Rohankumar Raiyani, Managing Director of the company.
<b>Listed entities from which the person has resigned in the past three years</b>	Nil
<b>Information as required pursuant to BSE Circular No. LIST/COMP/14/2018- 19 dated June 20, 2018</b>	Mr. Rameshkumar Jivrajbhai Ranipa is not debarred from holding the office of director pursuant to any SEBI order.



<b>Name</b>	<b>Mr. Hiteshkumar Chhaganbhai Chaniyara</b>
<b>Date of Birth</b>	January 01, 1987
<b>Qualification</b>	H.S.C
<b>Experience - Expertise in specific functional areas - Job profile and suitability</b>	Mr. Hiteshbhai Chaniyara is partner in H.K. PATEL & ASSOCIATES, account consultancy firm. He has huge knowledge of accountancy with 16 years of experience.
<b>No. of Shares held as on March 31, 2024 including shareholding as a Beneficial Owner.</b>	NIL
<b>Terms &amp; Conditions</b>	Mr. Hiteshkumar Chhaganbhai Chaniyara will be re-appointed as Independent Director (Non-executive) of the Company from 29 <sup>th</sup> July, 2025 to 28 <sup>th</sup> July, 2030 subject to approval of Shareholders in the ensuing Annual General Meeting of the Company
<b>Remuneration Last Drawn</b>	Sitting Fees of Rs. 30,000
<b>Remuneration sought to be paid</b>	Sitting Fees of Rs. 30,000
<b>Number of Board Meetings attended during the Financial Year 2023-24</b>	08 Meeting out of 08 Board Meetings
<b>Date of Original Appointment</b>	July 29, 2020
<b>Date of Appointment in current terms</b>	July 29, 2020
<b>Directorships held in public companies including deemed public companies and this company</b>	01
<b>Memberships / Chairmanships of committees of public companies*</b> <small>*Considered Audit Committee &amp; Stake Holders Relationship Committee</small>	Chairmanship : 2 Membership: 0
<b>Inter-se Relationship with other Directors.</b>	-
<b>Listed entities from which the person has resigned in the past three years</b>	Nil
<b>Information as required pursuant to BSE Circular No. L1ST/COMP/14/2018- 19 dated June 20, 2018</b>	Mr. Hiteshkumar Chhaganbhai Chaniyara is not debarred from holding the office of director pursuant to any SEBI order.

<b>Name</b>	<b>Ms. Jyoti Jashvantray Kataria</b>
<b>Date of Birth</b>	October 2, 1968
<b>Qualification</b>	Chartered Accountant
<b>Experience - Expertise in specific functional areas - Job profile and suitability</b>	Ms. Jyoti Jashvantray Kataria will be re-appointed as Independent Director (Non-executive) of the Company from from 30 <sup>th</sup> July, 2025 to 29 <sup>th</sup> July, 2030 subject to approval of Share-holders in the ensuing Annual General Meeting of the Company
<b>No. of Shares held as on March 31, 2024 including shareholding as a Beneficial Owner.</b>	NIL
<b>Terms &amp; Conditions</b>	Ms. Jyoti Jashvantray Kataria will be re-appointed as Independent Director (Non-executive) of the Company from from 30 <sup>th</sup> July, 2025 to 29 <sup>th</sup> July, 2030 subject to approval of Share-holders in the ensuing Annual General Meeting of the Company.
<b>Remuneration Last Drawn</b>	Sitting Fees of Rs. 30,000
<b>Remuneration sought to be paid</b>	Sitting Fees of Rs. 30,000
<b>Number of Board Meetings attended during the Financial Year 2023-24</b>	08 Meeting out of 08 Board Meetings
<b>Date of Original Appointment</b>	July 30, 2020
<b>Date of Appointment in current terms</b>	July 30, 2020
<b>Directorships held in public companies including deemed public companies and this company</b>	01
<b>Memberships / Chairmanships of committees of public companies*</b> <small>*Considered Audit Committee &amp; Stake Holders Relationship Committee</small>	Chairmanship : Membership: 2
<b>Inter-se Relationship with other Directors.</b>	-
<b>Listed entities from which the person has resigned in the past three years</b>	Nil
<b>Information as required pursuant to BSE Circular No. L1ST/COMP/14/2018- 19 dated June 20, 2018</b>	Ms. Jyoti Jashvantray Kataria is not debarred from holding the office of director pursuant to any SEBI order.



**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]

Name of the member(s):.....

Registered Address:  
.....  
.....

E-mail ID: .....

Folio/ DP ID - Client ID No.:.....

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ....., or failing him,
2. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ....., or failing him,
3. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ....., or failing him,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11<sup>TH</sup> Annual general meeting of the company, to be held on 25<sup>th</sup> September, 2024 At 11.00 A.M. At the registered office of The Company Situated At Survey No. 100/1, Plot No.1, Haripar, Tal: Kalavad, Dist: Jamnagar-361112 (Gujarat). For all the resolutions as mentioned in AGM notice.

Signed this..... day of..... 2024

Signature of shareholder

Signature of Proxy holder(s)

Affix revenue stamp

**NOTE:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all details of member(s) in the above box before submission.

**ATTENDANCE SLIP**

**11<sup>th</sup> ANNUAL GENERAL MEETING**

Folio No. .... DP ID No.\* ..... Client ID No.....

I hereby record my presence at the 11<sup>th</sup> Annual General Meeting of the Company to be held on 25<sup>th</sup> September, 2024 at 11.00 A.M. At the registered office of The Company Situated at Survey No. 100/1, Plot No.1, Haripar, Tal: Kalavad, Dist: Jamnagar-361112 (Gujarat)

Name of the Shareholder :

Name of the Proxy :

Signature of member/proxy :

**NOTE:**

1. To be signed at the time of handing over this slip.
2. Members are requested to register their names at least 15 minutes prior to the commencement of the meeting.

**ROUTE MAP TO THE VANUE OF ANNUAL GENERAL MEETING**

