

NOTICE OF 29th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 29th Annual General Meeting of the members of the Company will be held on **Saturday, 30th August, 2025 at 01:00 P.M.** at the registered office of the Company at K.208, Kismat Complex, G.T. Road, Millerganj, Ludhiana, Punjab, India, 141003 to transact the following business (es):-

ORDINARY BUSINESS:

1. ADOPTION OF STANDALONE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

To receive, consider and adopt the standalone audited financial statements of the Company for the financial year ended on 31st March, 2025 including the audited Balance Sheet as at 31st March, 2025, Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors and Auditors there on and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolution:**

"RESOLVED THAT the standalone audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. APPOINTMENT OF M/S. SARASWAT & CO., CHARTERED ACCOUNTANTS, (FRN: 004846C) AS STATUTORY AUDITORS

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

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. **Saraswat & Co.**, Chartered Accountants, (Firm Registration No. **004846C**) be and are hereby appointed as the Statutory Auditors of the Company to hold the office for five consecutive years from the conclusion of 29th Annual General Meeting till the conclusion of 34th Annual General Meeting of the Company on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors and the Auditor."

SPECIAL BUSINESS:

3. REGULARISATION OF MS. ALIVA DEY (DIN: 10805742) AS A WHOLE TIME DIRECTOR (CATEGORY: EXECUTIVE)

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

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee of the Board and Board of Directors and provisions of Sections 196, 197, 198 and 203 read with Schedule V other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law(s), regulation(s) and guideline(s) and in terms of the Memorandum and Articles of Association of the Company, Ms. Aliva Dey (DIN: 10805742) who was appointed as an Additional Director of the Company by the Board of Directors in the Board Meeting held on 26th November, 2024 to hold office up to the date of this 29th Annual General Meeting, be and is hereby appointed as a Whole Time Director (Category: Executive Director) of the Company for the term of five years with effect from **November 26, 2024 to November 25, 2029**, on the terms & conditions set out here below and with further discretion to the Board / Committee to alter from time to time said terms & conditions in such manner as it may deem fit in the best interest of the Company and as agreed to with Ms. Aliva Dey."

"RESOLVED FURTHER THAT any of the Director of the Company be and is hereby severally authorised to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto."

4. REGULARISATION OF MS. MANSHI SHARMA (DIN: 10910467) AS A DIRECTOR (CATEGORY: NON-EXECUTIVE)

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

RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee of the Board and Board of Directors and provisions of Section 149 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law(s), regulation(s) and guideline(s) and in terms of the Memorandum and Articles of Association of the Company, **Ms. Manshi Sharma (DIN: 10910467)** who was appointed as an Additional Director of the Company by the Board of Directors in the Board Meeting held on 14th January, 2025 to hold office up to the date of this 29th Annual General Meeting, be and is hereby appointed as a Director (Category: Non-Executive Director) of the Company, liable to retire by rotation and on the terms & conditions set out here below and with further discretion to the Board / Committee to alter from time to time said terms & conditions in such manner as it may deem fit in the best interest of the Company and as agreed to with **Ms. Manshi Sharma (DIN: 10910467).**"

"RESOLVED FURTHER THAT any of the Director of the Company be and is hereby severally authorised to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto."

5. REGULARISATION OF MR. SAHIL MAHAWAR (DIN: 10910472) AS AN INDEPENDENT DIRECTOR (CATEGORY: NON-EXECUTIVE)

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

RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee of the Board and Board of Directors and provisions of Section 149 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law(s), regulation(s) and guideline(s) and in terms of the Memorandum and Articles of Association of the Company **Mr. Sahil Mahawar (DIN: 10910472)** who was appointed as an Additional (Independent) Director of the Company by the Board of Directors in the Board Meeting held on 14th January, 2025 to hold office up to the date of this 29th Annual General Meeting, be and is hereby appointed as an Independent Director (Category: Non-Executive Director) of the Company for a period of 5 Consecutive years starting from **14th January, 2025 up to 13th January, 2030**, not liable to retire by rotation."

"RESOLVED FURTHER THAT any of the Director of the Company be and is hereby severally authorized to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto."

6. RE-APPOINTMENT OF MR. SANJAY SAHNI (DIN: 08364951) AS AN INDEPENDENT DIRECTOR (CATEGORY: NON-EXECUTIVE)

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

"RESOLVED THAT pursuant to the recommendation of Nomination & Remuneration Committee of the Board and Board of Directors and pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Sanjay Sahni (DIN: 08364951), who was re-appointed as an Independent Director (Category: Non-Executive) of the Company for a term of five consecutive years commencing from December 18, 2020 to December 17, 2025, by the members at the 24th Annual General Meeting, has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations, be and is hereby reappointed as an Independent Director (Category: Non-Executive) of the Company for a second term of five consecutive years commencing from **December 18, 2025 to December 17, 2030**, not liable to retire by rotation."

"RESOLVED FURTHER THAT any of the Director of the Company be is hereby authorised to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto."

FURTHER RESOLVED that all actions taken by the Audit Committee and Board of Directors of the Company in connection with any matter referred to or contemplated in this Resolution, be approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby severally authorised to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto."

**By order of the Board of Directors
For Sueryaa Knitwear Limited**

**Date: 04.08.2025
Place: Ludhiana**

**Honey Agarwal
Company Secretary & Compliance Officer**

NOTES:

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business (es) specified under Item No. 2, 3, 4 and 5 to be transacted at the Annual General Meeting (AGM) are annexed hereto.
2. **A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXY FORMS DULY COMPLETED IN ALL RESPECTS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person(s) or shareholder(s).
4. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorization, etc., authorizing their representative to attend the Annual General Meeting (AGM) on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to jainpandassociates@gmail.com with a copy marked to Company sueryaa1995@gmail.com&helpdesk.evoting@cDSLindia.com
5. Brief details of the Directors, seeking re-appointment/regularization at 29th Annual General Meeting (AGM) are annexed hereto Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India and as per the provisions of Companies Act, 2013 forms part of this Notice.
6. Institutional investors, who are members of the Company, are encouraged to attend and vote at the 29th AGM of the Company.
7. The Register of Members and Share Transfer Books will remain closed from **(Tuesday, August 26, 2025) to (Saturday, August 30, 2025) (both days inclusive)**.
8. The shares of the Company are at presently listed on BSE Limited.
9. Pursuant to the provisions under Section 108 of Companies Act, 2013 to be read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time along with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote at the ensuing Annual General Meeting (AGM) by Electronic Means. The business(s) proposed to be transacted as mentioned in the Annual General Meeting (AGM) Notice may be transacted through voting by Electronic Means (Remote e-voting) as well. For this, Company is availing the services provided by **Central Depository Services (India) Limited (CDSL)**. The facility for voting through Ballot Paper will also be made available at the meeting venue, for the members who have not casted their votes by remote e-voting. They shall also be able to exercise their voting rights at the AGM by voting through ballot paper. Members who have already casted their vote by remote e-voting process prior to the date of meeting shall be eligible to attend the AGM but shall not be entitled to cast their votes again through ballot process.
10. The Scrutinizer, after scrutinizing the votes cast at the meeting through Poll and through remote e-voting, shall, not later than two working days of conclusion of the Meeting, make a "**Consolidated Scrutinizer's Report**" and submit the same to the Chairperson. The results declared along with the consolidated scrutinizer's report shall be placed on website of the Company www.sueryaaknitwear.com and on the website of Stock Exchange at <https://www.bseindia.com> the Report shall simultaneously be placed on the Notice Board of the Company at premises of the Registered Office.
11. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting (AGM).

12. Voting rights shall be reckoned on the Paid-up value of shares registered in the name of Member / Beneficial Owner (in case of shares in Dematerialized form) as on the cut-off date i.e. **Monday, August 25, 2025 (cutoff date)**.

12. 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, shall only be entitled to avail the facility of e-voting / Poll.

Note: A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

13. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the Annual General Meeting (AGM).

14. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 and Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 has made it mandatory for the Security Holders (holding shares in physical form) to furnish/update PAN, Email address, Mobile number, Signature and Bank account details with the Company's RTA/Company. Choice of Nomination is optional, and security holders are requested to avail the nomination facility in their own interest.

In terms of the above Circulars, Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details.

15. In terms of Sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read MCA General Circular No.14/2020 dated 08.04.2020, General Circular 03/2022 dated 05.05.2022, General Circular No.11/2022 dated 28.12.2022 and General Circular No.09/2023 dated 25.09.2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and MCA, vide General Circular No.09/2024 dated September 19, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024; Notice of 29th AGM along with the Annual Report for FY 2024-25 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for FY 2024-25 will also be available on the Company's website at www.sueryaaknitwear.com website of the stock exchanges i.e., BSE Limited at www.bseindia.com and on the website of RTA at <http://www.skylinerta.com/> The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility i.e. Central Depository Services (India) Limited (CDSL), viz., www.evotingindia.com.

16. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to update their signature, register their E-mail address & Mobile No. by writing to our RTA **Skyline Financial Services Pvt. Ltd.**, Address: D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, Ph.: 011-41044923; Email Id: info@skylinerta.com. Members are requested to register their email id and support the green initiative efforts of the Company.

17. Additionally, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, the Company is also sending a letter to Shareholders whose e-mail address is not registered with the Company or its Registrar and Share Transfer Agent / Depository Participant ('DPs') providing the exact web-link of Company's website from where the Annual Report for financial year 2024-25 can be accessed.

18. SEBI vide its Circulars dated July 31, 2023 and August 4, 2023, read with Master Circular dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES 2.0 platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>)

19. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

20. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
21. The Company has been maintaining, inter alia, the following statutory registers at its registered office at **K.208, Kismat Complex, G.T. Road, Millerganj, Ludhiana, Punjab, India, 141003:**
- Register of contracts or arrangements in which directors are interested under Section 189 of the Act.
 - Register of directors and key managerial personnel and their shareholding under Section 170 of the Act.
22. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic/ Physical mode and shall remain open and be accessible to any member during the continuance of the meeting.
23. Pursuant to Section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the Company's website at <https://www.sueryaaknitwear.com/investor-desk/sh-13-and-14-nomination>). In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
24. The route map for attending the Annual General Meeting (AGM) by the Member Shareholders, is annexed to this Notice.
25. For more details on shareholders' matters, please refer to the section on 'General Shareholder Information', included in the Annual Report.
26. In case a person becomes a member of the Company after dispatch of AGM Notice, and is a member as on the cut-off date for e-voting, i.e., **Monday, August 25, 2025** such person may obtain the user id and password from by email request on evoting@cdsl.co.in
27. Members need to send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to info@skylinerta.com for obtaining the Physical Copy of Annual Report and Notice of AGM.
- 27. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
- For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to sueryaa1995@gmail.com or info@skylinerta.com or helpdesk.evoting@cdslindia.com
 - For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 sueryaa1995@gmail.com or info@skylinerta.com or helpdesk.evoting@cdslindia.com
- 28. The Instructions for Shareholders For Remote E-Voting Are As Under:**
- The Board of Directors of the company has appointed **M/s. Jain P& Associates, Practising Company Secretaries**, as Scrutinizer for conducting the e-voting and ballot process for the Annual General Meeting in a fair and transparent manner.
 - The voting period begins on **<Wednesday, August 27, 2025, 09:00 A.M. >** and ends on **<Friday, August 29, 2025 05:00 P.M.>** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **<Monday, August 25, 2025>** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- iv. The shareholders should log on to the e-voting website www.evotingindia.com
- v. Click on "Shareholders" module.
- vi. Now enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- vii. Next enter the Image Verification as displayed and Click on Login.
- viii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- ix. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form or Physical
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- x. After entering these details appropriately, click on "SUBMIT" tab.
- xi. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xii. For Members holding shares in physical form, the details can be used for remote e-voting on the resolutions contained in this Notice only.
- xiii. Click on the EVSN for the relevant Company Name <**SUERYAA KNITWEAR LIMITED**> on which you choose to vote.
- xiv. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- xvi. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xix. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xx. Note for **Non-Individual Shareholders and Custodians** :-

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; sueryaa1995@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com; under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-62343626) or Ms. Asawari Kalokhe (022-62343624) or Mr. Rakesh Dalvi (022-62343611).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-62343333
- To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

Name of Official	Ms. Honey Agarwal
Designation	Company Secretary & Compliance Officer
Contact	0161-4619272, 7318594449
E-mail	sueryaa1995@gmail.com

DISCLOSURE PURSUANT TO REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Terms & Conditions: The terms and conditions for the appointment of M/s.Saraswat & Co., Chartered Accountants,(Firm Registration No. 004846C), are proposed keeping in line with the objective of fair and accurate representation of financial position of the Company. The material terms of re-appointment and remuneration are given below: -

1. **Designation:** Statutory Auditor.
2. **Term:** They shall hold office for a term of five consecutive years (FY 2025-26 to FY 2029-30).
3. **Audit Fees:** Audit fees will be paid to them as mutually agreed between the proposed Auditor and the Board from time to time.
4. **Basis of Recommendation:** The Board based on the recommendation of the Audit Committee proposes to appoint **M/s. Saraswat & Co.**, Chartered Accountants as the Statutory Auditor of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

ITEM NO.3 REGULARIZATION OF MS. ALIVA DEY (DIN: 10805742) AS THE WHOLE TIME DIRECTOR (CATEGORY: EXECUTIVE DIRECTOR)

The Board on the recommendation of Nomination and Remuneration Committee at their respective meeting held on 26th November, 2024, appointed Ms. Aliva Dey (DIN: 10805742) as an Additional Executive (Whole Time) Director of the Company w.e.f. 26th November, 2024.

Pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, Ms. Aliva Dey (DIN: 10805742) holds her office as an Additional Director up to the date of this 29th Annual General Meeting. Now, Board proposes to appoint Ms. Aliva Dey as a Whole Time Director (Category: Executive) of the Company for a term of five years from November 26, 2024 to November 25, 2029. In the opinion of the Board, she fulfills the conditions as specified in the Act and Rules made thereunder and the Listing Regulations for her appointment as a Whole Time Director.

The detailed terms and conditions of appointment of Ms. Aliva Dey (DIN: 10805742) and remuneration payable to her are set out in resolution under Item No. 02.

She is person of integrity and possesses appropriate skills, experience, knowledge and qualification in her respective field which would be beneficial to the interest of the Company. Keeping in view her experience and knowledge she possesses, the Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as a Whole Time Director. Therefore, after consideration of all facts and circumstances, the Board recommends appointment of Ms. Aliva Dey (DIN: 10805742) as a Whole Time Director (Category: Executive) of the Company.

Ms. Aliva Dey (DIN: 10805742) has given consent letter in Form DIR-2, intimation in Form DIR-8 to the effect that she is not disqualified u/s 164(2) of the Companies Act, 2013 to act as a Director(s) and intimation to the effect that she is not disqualified from being appointed as a Director of a listed entity by virtue of any SEBI order or any such authority, as per instructions given by SEBI and circulated to the Companies by BSE vide its circular No. LIST/COMP/14/2018-19 dated June 20, 2018.

Terms & Conditions:

The terms and conditions for the appointment of Ms. Aliva Dey (DIN: 10805742) as the Whole Time Director(Category: Executive) are proposed keeping in line with the objective of attracting and retaining professional with expertise and high competence on the Board. The material terms of appointment and remuneration as set out in his appointment letter are given below:-

1. **Designation:** Whole-Time Director (Executive)
2. **Term:** She shall hold office for a term of five consecutive years from the date of appointment.

However, the Board (powers vested in Nomination & Remuneration Committee) as well as the proposed Whole Time Director would be at free will to terminate the office before the said period upon giving reasonable explanations to the effect. The Nomination & Remuneration Committee shall be obligated to conduct a thorough enquiry and give the proposed Whole Time Director a reasonable opportunity of being heard prior to termination of his office.

3. Salary & Remuneration: Salary & Other remuneration will be paid to her as mutually agreed between the proposed Director and the Board. However the Board of Directors has the liberty to fix a minimum remuneration and other perquisites pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company.

4. Duties:

i) She shall perform her duties as such with regard to all work of the Company and she will manage & attend to such business and carry out the orders and direction given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may be given.

ii) She shall abide by the provisions contained in Companies Act, 2013 with regard to duties of directors.

iii) She shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

Except Ms. Aliva Dey (DIN: 10805742), none of the Director(s) and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the passing of resolution set out at Item No. 03 of the Notice except to the extent of their directorships and shareholding in the Company (if any).

ITEM NO.4 REGULARISATION OF MS. MANSHI SHARMA (DIN: 10910467) AS AN DIRECTOR (CATEGORY: NON-EXECUTIVE)

The Board on the recommendation of Nomination and Remuneration Committee at their respective meeting held on 14th January, 2025, appointed Ms. Manshi Sharma (DIN: 10910467) as an Additional Non-Executive Director of the Company w.e.f. 14th January, 2025.

Ms. Manshi Sharma (DIN: 10910467) has given consent letter in Form DIR-2, intimation in Form DIR-8 to the effect that she is not disqualified u/s 164(2) of the Companies Act, 2013 to act as a Director(s) and intimation to the effect that she is not disqualified from being appointed as a Director of a listed entity by virtue of any SEBI order or any such authority, as per instructions given by SEBI and circulated to the Companies by BSE vide its circular No. LIST/COMP/14/2018-19 dated June 20, 2018.

The resolution seeks the approval of members for the appointment of Ms. Manshi Sharma (DIN: 10910467) as a Director of the Company commencing from January 14, 2025 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. She shall be liable to retire by rotation.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Ms. Manshi Sharma (DIN: 10910467), the Board of Directors at its meeting held on January 14, 2025 approved the appointment of Ms. Manshi Sharma (DIN: 10910467) as mentioned in the resolution.

For your information and record, Ms. Manshi Sharma (DIN: 10910467) has vast knowledge in the field of Corporate Laws, Accounts, Finance and Corporate Governance. Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as a Director. Therefore, after consideration of all facts and circumstances, the Board recommends appointment of Ms. Manshi Sharma (DIN: 10910467) as a Director of the Company.

Except for Ms. Manshi Sharma (DIN: 10910467) and/or her relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 5: REGULARIZATION OF MR. SAHIL MAHAWAR (DIN: 10910472) AS AN INDEPENDENT DIRECTOR

Mr. Sahil Mahawar (DIN: 10910472) was appointed as an Additional (Independent) Director on the Board of the Company on January 14, 2025. As per the provisions of Regulation 25 of SEBI (LODR) Regulations, 2015 an Independent Director shall be appointed on the Board of a Company on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Mr. Sahil Mahawar (DIN: 10910472) that, he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015.

The resolution seeks the approval of members for the appointment of Mr. Sahil Mahawar (DIN: 10910472) as an Independent Director of the Company commencing from January 14, 2025 up to January 13, 2030 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He shall not be liable to retire by rotation.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Sahil Mahawar, the Board of Directors at its meeting held on January 14, 2025 approved the appointment of Mr. Sahil Mahawar (DIN: 10910472) as mentioned in the resolution.

For your information and record, Mr. Sahil Mahawar (DIN: 10910472) has vast expertise in the field of Corporate Laws, Accounts, Finance and Corporate Governance. Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Therefore, after consideration of all facts and circumstances, the Board recommends appointment of Mr. Sahil Mahawar (DIN: 10910472) as an Independent Director of the Company.

Except for Mr. Sahil Mahawar (DIN: 10910472) and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 6: RE-APPOINTMENT OF MR. SANJAY SAHNI (DIN: 08364951) AS AN INDEPENDENT DIRECTOR (CATEGORY: NON-EXECUTIVE)

Mr. Sanjay Sahni (DIN: 08364951) was appointed as an Additional Director on the Board of the Company on July 24, 2020. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 24th Annual General Meeting held on December 18, 2020 approved the appointment of Mr. Sanjay Sahni (DIN: 08364951) as an Independent Director(Category: Non-Executive) of the Company for a period of five consecutive years commencing from December 18, 2020 to December 17, 2025.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders.

Subject to the shareholder's approval and keeping in view the expertise of Mr. Sanjay Sahni, Nomination & Remuneration Committee of the Board and Board of Directors at their meeting held on **August 04, 2025** respectively has approved his re-appointment as an Independent Director (Category: Non-Executive) for a term of five consecutive years with effect from **December 18, 2025 up to December 17, 2030** and not be liable to retire by rotation.

The Company has received intimation in Form DIR-8 from Mr. Sanjay Sahni that, he is not disqualified from being re-appointed as an Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b)of SEBI Listing Regulations and his consent to continue as an Independent Director.

For your information and record, Mr. Sanjay Sahni is a qualified Chartered Accountant has vast experience in the field of Accounts, finance and general management. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Therefore, after consideration of all facts and circumstances, Nomination and Remuneration Committee & Board recommends his re-appointment (Category: Non-Executive) as an Independent Director of the Company.

Except for Mr. Sanjay Sahni (DIN: 08364951) and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE REAPPOINTED IS FURNISHED BELOW:

Name	Ms. Aliva Dey	Ms.Manshi Sharma	Mr. Sahil Mahawar	Mr. Sanjay Sahni
Director Identification Number (DIN)	10805742	10910467	10910472	08364951
Date of Birth	19/11/1978	31/10/2002	07/11/2000	20/11/1969
Date of Appointment in the Board	26/11/2024	14/01/2025	14/01/2025	24/07/2020
Qualification	Bachelor in Arts	Company Secretary (Executive) & Graduate	Company Secretary (Executive) & Graduate	Chartered Accountant
Nature of Expertise in specific functional areas	Management & Administration.	Finance, Secretarial law, SEBI Law & Corporate Governance	Finance, Secretarial law, SEBI Law & Corporate Governance	Accounts, Finance, SEBI Law & Corporate Governance
Shareholding in the Company including shareholding as a beneficial owner	NIL	NIL	NIL	NIL
List of Directorship held in other companies	NIL	NIL	NIL	1. DCM FINANCIAL SERVICES LIMITED 2. GARG ACRYLICS LIMITED
Names of Listed Entities in which the person holds membership of Committees of the Board	Member of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee in Sueryaa Knitwear Limited	Chairperson of Nomination & Remuneration Committee and Stakeholders Relationship Committee in Sueryaa Knitwear Limited	Member of Audit Committee and Stakeholders Relationship Committee in Sueryaa Knitwear Limited	1. Chairperson of Audit Committee- Sueryaa Knitwear Limited and DCM Financial Services Limited 2. Member of Audit Committee- Garg Acrylics Limited 3. Member of Nomination & Remuneration Committee- Sueryaa Knitwear Limited, DCM Financial Services Limited, Garg Acrylics Limited 4. Member of Stakeholders Relationship Committee Garg Acrylics Limited
Name of listed entities from which the person has resigned in the past three years	None	None	None	None
Relationship between Directors Inter-se	None	None	None	None

Number of Meetings of the Board attended during the FY 2024-25	8	6	6	15
Terms and Conditions of appointment / re-appointment	Regularization as a Whole Time Director (Executive)	Regularization as a Director (Non-Executive)	Regularization as a Director (Non-Executive Independent)	Re-appointment as a Director (Non-Executive Independent)
In case of Independent Director: The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	NA	<p>The role and capabilities as required in the case of Independent Director are well defined in the Policy on Nomination, Appointment, and Removal of Directors.</p> <p>Further, the Board has a defined list of core skills / expertise/ competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profiles of Mr. Sahil Mahawar and Mr. Sanjay Sahni and concluded that he possess the relevant skill and capabilities to discharge the role of Independent Director.</p>	