

NOTICE OF 32ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the **32nd** Annual General Meeting of the members of **Parmeshwari Silk Mills Limited** will be held on **Tuesday, 30th September, 2025 at 12:00 p.m. at the registered office of the Company at Village Bajra, Rahon Road, Ludhiana, Punjab-141007, to transact the following business (es):-**

ORDINARY BUSINESS(ES):**1. Adoption of Audited Standalone and Consolidated Financial Statements for the financial year ended on 31st March, 2025**

To receive, consider and adopt the Standalone & Consolidated Financial statements of the Company for the financial year ended on 31st March, 2025 including the Audited Balance Sheet as at March 31, 2025, Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon 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 & Consolidated 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. Re-appointment of Mr. Jatinder Pal Singh (DIN: 01661864), Director liable to retire by rotation

To appoint **Mr. Jatinder Pal Singh** (DIN: 01661864) who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for Re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. Jatinder Pal Singh** (DIN: 01661864), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS(ES):**3. Regularization of Mr. Ranbir Singh (DIN: 08591813) as the 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 Section 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment 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 guidelines(s) as amended from time to time, Mr. Ranbir Singh (DIN: 08591813) who was appointed as an Additional Director of the Company by the Board of Directors in the Board Meeting held on 03rd July, 2025 to hold office up to the date of this 32nd Annual General Meeting, be and is hereby appointed as a Whole Time Director (Category: Executive) of the Company for the term of **five** years with effect from **July 03, 2025 to July 02, 2030**, 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 Mr. Ranbir Singh."

"RESOLVED FURTHER THAT any of the Director of the Company be is hereby 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."

4. Appointment of M/s. P S Bathla & Associates, Company Secretaries as Secretarial 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 the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013 and rules made thereunder,

M/s. P S Bathla & Associates, Company Secretaries, (Peer Reviewed Firm: 1306/2021), be and are hereby appointed as the Secretarial Auditor of the Company, to carry out Secretarial Audit for a term of five consecutive years, i.e. from the Financial Year(FY) 2025-26 to FY 2029-30, 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."

"RESOLVED FURTHER THAT to give effect to above resolution, the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

5. Ratification of Remuneration of M/s. Pawan & Associates, (FRN:101729), Cost Accountants appointed as the Cost Auditors of the Company

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration, as decided by Board of Directors/Audit Committee, of M/s Pawan & Associates, (FRN:101729), Cost Accountants, Mohali, Punjab, who are appointed by the Board of Directors & Audit Committee as Cost Auditors of the Company to conduct cost audits relating to cost records of the Company for the year ending **31st March, 2026.**"

"RESOLVED FURTHER THAT the Board of Directors & Audit Committee of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient in order to give effect to this resolution."

6. Regularization of Mr. Arshdeep Singh Bedi (DIN: 10804130) 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 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment 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 guidelines(s) as amended from time to time, Mr. Arshdeep Singh Bedi (DIN: 10804130) who was appointed as an Additional Director (Category: Non-Executive Independent) of the Company by the Board of Directors in the Board Meeting held on August 12, 2025, in terms of Section 149 of the Companies Act, 2013 be and is hereby appointed as an Independent Director (Category: Non-Executive) of the Company for the term of **five consecutive** years with effect from **August 12, 2025 to August 11, 2030**, not liable to retire by rotation".

"RESOLVED FURTHER THAT any of the Director of the Company be is hereby 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."

**By order of the Board of Directors
For Parmeshwari Silk Mills Limited**

**Date: 03.09.2025
Place: Ludhiana**

**(Jatinder Pal Singh)
Whole Time Director
(DIN: 01661864)**

NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business(s) specified under Item No. 3, 4, 5 & 6 to be transacted at the 32nd Annual General Meeting is 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.**

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).
3. 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 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 bathla7@gmail.com with a copy marked to Company psmltex@gmail.com & helpdesk.evoting@cdslindia.com
4. Brief details of the director(s), seeking re-appointment at 32nd Annual General Meeting 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 and forms part of this Notice.
5. Institutional investors, who are members of the Company, are encouraged to attend and vote at the 32nd AGM of the Company.
6. The Register of Members and Share Transfer Books will remain closed from **Friday, September 26, 2025 to Tuesday, September 30, 2025** (both days inclusive).
7. The shares of the Company are at presently listed on BSE Limited (BSE) & Calcutta Stock Exchange Limited (CSE).
8. 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 by Electronic Means. So the business(s) proposed to be transacted as mentioned in the Annual General Meeting 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)**.
9. The facility for voting through Ballot Paper will also be made available at the meeting venue, for the members who have not cast 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 cast their vote by remote e-voting process prior to the date of meeting shall be eligible to attend the Annual General Meeting 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 <https://www.parmeshwarisilkmills.com> and on the website of BSE Limited at www.bseindia.com The Report shall simultaneously be placed on 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 General Meeting.

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. **Thursday, September 25, 2025**.
13. 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.
14. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the General Meeting.
15. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.
16. 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 32nd 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.parmeshwarisilkmills.com the website of the stock exchange i.e., BSE Limited(BSE) at www.bseindia.com and on the website of the RTA at <https://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
17. 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 register their E-mail address and mobile number by sending email to Company's email Id: psmltex@gmail.com or to our RTA, Skyline Financial Services Private Limited, D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi -110020. Ph.:- 011- 41044923; Email:- info@skylinerta.com
18. 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.
19. 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>)
20. 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.
21. 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.

22. The Company has been maintaining, inter alia, the following statutory registers at its registered office at **Village Bajra, Rahon Road, Ludhiana, Punjab-141007.**
- 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.
23. 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.
24. 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). In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
25. The route map attending the **32nd Annual General Meeting(AGM)** by the Member Shareholders is annexed to this Notice
26. For more details on shareholders' matters, please refer to the section on 'General Shareholder Information', included in the Annual Report.
27. 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., **Thursday, September 25, 2025** such person may obtain the user id and password from by email request on evoting@cdsl.co.in.
28. Member may 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 Annual Report and Notice of AGM.
- 29. 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 psmltex@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 psmltex@gmail.com or info@skylinerta.com or helpdesk.evoting@cdslindia.com
- 30. The Instructions for shareholders for remote e-voting are as under:**
- The Board of Directors of the company has appointed **M/s P S Bathla, Practicing 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 **<Saturday, September 27, 2025 at 09:00 A.M.>** and ends on **<Monday, September 29, 2025, 05:00 PM.>**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **< Thursday, September 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.
 - The shareholders should log on to the e-voting website www.evotingindia.com
 - 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.

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.

viii. If you are a first time user then 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> <p>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.</p> <p>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.</p>
Dividend BankDetails 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. 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).</p>

ix After entering these details appropriately, click on "SUBMIT" tab.

x. 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.

xi. For Members holding shares in physical form, the details can be used for remote e-voting on the resolutions contained in this Notice only.

xii. Click on the EVSN for <**PARMESHWARI SILK MILLS LIMITED**> on which you choose to vote.

xiii On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same you will find an 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".

xiv Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution's details.

- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. 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.
- xix. 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; psmltex@gmail.com (designated email address by company), 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 at toll free no. 1800 22 55 33

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 022-23058542/43.

- i. To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

Name of Official	Ms. Shreya Dave
Designation	Company Secretary & Compliance Officer
Address	Village Bajra, Rahon Road, Ludhiana, Punjab-141007
Contact	+91-161-2691873
E-mail	psmltex@gmail.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**ITEM NO. 3: REGULARIZATION OF MR. RANBIR SINGH (DIN: 08591813) AS THE WHOLE TIME DIRECTOR (CATEGORY: EXECUTIVE)**

The Board on the recommendation of Nomination and Remuneration Committee at their respective meeting held on 3rd July, 2025, appointed Mr. Ranbir Singh (DIN: 08591813) as an Additional Executive (Whole Time) Director of the Company.

Pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Ranbir Singh (DIN: 08591813) holds his office as an Additional Director up to the date of this 32nd Annual General Meeting. Now, Board proposes to appoint Mr. Ranbir Singh as a Whole Time Director (Category: Executive) of the Company for a term of five years from **July 03, 2025 to July 02, 2030**. In the opinion of the Board, he fulfills the conditions as specified in the Act and Rules made thereunder and the Listing Regulations for his appointment as a Whole Time Director.

The detailed terms and conditions of appointment of Mr. Ranbir Singh (DIN: 08591813) and remuneration payable to him are set out in resolution under Item No. 03.

He is person of integrity and possesses appropriate skills, experience, knowledge and qualification in his respective field which would be beneficial to the interest of the Company. Keeping in view his experience and knowledge he possesses, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as a Whole Time Director. Therefore, after consideration of all facts and circumstances, the Board recommends appointment of Mr. Ranbir Singh (DIN: 08591813) as a Whole Time Director (Category: Executive) of the Company.

Mr. Ranbir Singh (DIN: 08591813) has given consent letter in Form DIR-2, intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) of the Companies Act, 2013 to act as a Director(s) and intimation to the effect that he 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 Mr. Ranbir Singh (DIN: 08591813) 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:** He 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 him 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) He shall perform his duties as such with regard to all work of the Company and he 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) He shall abide by the provisions contained in Companies Act, 2013 with regard to duties of directors.

- iii) He shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
Except Mr. Ranbir Singh (DIN: 08591813), 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: APPOINTMENT OF M/. P S BATHLA & ASSOCIATES, COMPANY SECRETARIES AS SECRETARIAL AUDITORS

The Board of Directors has recommended the appointment of **M/s P S Bathla & Associates, Company Secretaries, (Peer Reviewed Firm: 1306/2021)**, as the Secretarial Auditor of the Company, pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013 and rules made thereunder to carry out Secretarial Audit for consecutive five years, i.e., from the FY.2025-26 to FY.2029-30. Written consent of the Secretarial Auditors and confirmation to the effect that they are eligible and not disqualified to be appointed as the Secretarial Auditors of the Company in the terms of the provisions of the Listing Regulations, the Companies Act, 2013 and the rules made thereunder is obtained.

Accordingly, The Board of Directors recommends an Ordinary Resolution set out at Resolution No. 4 of the Notice for approval by the Shareholders.

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. P S Bathla & Associates, Company Secretaries are proposed keeping in line with the objective of fair and accurate representation of financial position of the Company. The material terms of appointment and remuneration are given below:-

1. Designation: Secretarial 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. P S Bathla & Associates, Company Secretaries as the Secretarial Auditor of the Company.

None of the Directors, Key Managerial Personnel, or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the passing of resolution set out at Item No. 04 of the Notice.

ITEM NO.5: RATIFICATION OF REMUNERATION OF M/S. PAWAN & ASSOCIATES, (FRN:101729), COST ACCOUNTANTS APPOINTED AS THE COST AUDITORS OF THE COMPANY

The Company is required to have the audit of its cost records conducted by a cost accountant in practice under Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"). The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration payable to Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026 as per the following details:

M/s. Pawan & Associates (FRN: 101729), Cost Accountants

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 5 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2026.

The Board recommends the Ordinary Resolution set out at item no.5 of the notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions as item No. 5 except to the extent of their directorships and shareholding in the Company (if any).

ITEM NO. 6: REGULARIZATION OF MR. ARSHDEEP SINGH BEDI (DIN: 10804130) AS AN INDEPENDENT DIRECTOR (CATEGORY: NON-EXECUTIVE)

Mr. Arshdeep Singh Bedi (DIN: 10804130) was appointed as an Additional (Independent) Director on the Board of the Company on August 12, 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 the shareholders. The Company has received intimation in Form DIR-8 from Mr. Arshdeep Singh Bedi(DIN: 10804130) that he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act,2013 and 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. Arshdeep Singh Bedi(DIN: 10804130) as an Independent Director of the Company commencing from August 12, 2025 up to August 11, 2030 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He shall not liable to retire by rotation.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Arshdeep Singh Bedi (DIN: 10804130), the Board of Directors hereby proposed before the members to regularize the considers appointment of Mr. Arshdeep Singh Bedi (DIN: 10804130) as mentioned in the resolution. For your information and record, Mr. Arshdeep Singh Bedi (DIN: 10804130) holds multiple degrees and vast experience in Corporate and Compliance Management & Corporate Social Responsibility (CSR). 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.

Except Mr. Arshdeep Singh Bedi (DIN: 10804130), 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. 06 of the Notice except to the extent of their directorships and shareholding in the Company (if any).

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2, ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI), INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE APPOINTED / RE-APPOINTED UNDER ITEM NO. 2, 3 & 6 ARE FURNISHED AS BELOW:

Name of Director	Mr. Jatinder Pal Singh	Mr. Ranbir Singh	Mr. Arshdeep Singh Bedi
Director Identification Number (DIN)	01661864	08591813	10804130
Date of Birth	25.11.1957	13.04.1986	14.07.1986
Date of Appointment in Board	08.01.1993	03.07.2025	12.08.2025
Qualification	Graduate	B. Tech & PGDM	MBA (Hospitality Management), MA (Tourism Management, Tourism Studies and Education), Doctor of Philosophy (Problems and Prospects of Tourism and Hotels in Tricity), PGDIHM
Nature of Expertise in specific functional areas	Production & Administration	Management & Administration	Finance, Management
Shareholding in the Company including shareholding as beneficial owner	7,04,435 Equity Shares in his his own name & 55,660 Equity Shares as Karta of Jatinder Pal Singh and Sons HUF	NIL	NIL

Relationship with other Director(s)	Nil	Nil	Nil
Name of Listed Companies in which he/she holds Directorship	Parmeshwari Silk Mills Limited	Parmeshwari Silk Mills Limited	Parmeshwari Silk Mills Limited
Name of Listed Companies in which he has resigned in past three years	NA	NA	NA
Name of Committees of Listed Companies in which he is Chairman/ Member	Parmeshwari Silk Mills Limited - Member (Audit Committee) - Member (Nomination & Remuneration Committee) - Member (Stakeholder Relationship Committee) - Chairperson (Corporate Social Responsibility Committee)	NA	NA
Number of Meetings of the Board attended during the FY 2024-25	16	NA	NA
Terms and conditions of appointment/ re-appointment	Re-appointment as an Executive Director	Regularized as Whole time Director 1. He will work in the capacity Whole time Director (Category: Executive) 2. Remuneration which shall be payable to him; shall be mutually decided between the Board and the Director. 3. He will work with full integrity & commitment towards interest of the Company.	Regularized as an Independent Director (Category: Non-Executive)
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	The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Arshdeep Singh Bedi and concluded That he possesses the relevant skills and capabilities to discharge the role of Independent Director