SHREEDHAR

SHREEDHAR SPINNERS PRIVATE LIMITED

A/404, Gokul Arcade Subhash Road Vile Parle East Mumbai 400057 India
Tel No. 91-22-45158777 Email: export.spinners@shreedhar.com
GSTIN:27ABFCS0669E1ZA CIN: U17299MH2020PTC351591

NOTICE OF ANNUAL GENERAL MEETING
(Pursuant to Section 101 of the Companies Act, 2013)

To,
The Member(s),
Shreedhar Spinners Private Limited

SHORTER NOTICE is hereby given that the **05TH Annual General Meeting** of the Members of Shreedhar Spinners Private Limited ("the Company") will be held on Monday, 22nd September, 2025 at 11:00 AM at 503, Matharu Arcade, Subhash Road, Vile Parle East, Mumbai – 400057, Maharashtra to transact the following Business:-

ORDINARY BUSINESS:

ITEM NO. 1 - TO RECEIVE, CONSIDER AND ADOPT THE ANNUAL AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025 AND THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

SPECIAL BUSINESS:

ITEM NO. 2 - TO RATIFY THE REMUNERATION PAYABLE TO THE COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26.

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the members of the Company be and hereby ratify the payment of remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only), plus applicable taxes and reimbursement of out-of-pocket expenses at actual to M/s. KVM & Co., Cost Accountant, Ahmedabad (FRN: 000458), appointed by the Board of Directors, as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2026;

RESOLVED FURTHER THAT the Director(s) of the Company be and are hereby severally authorized to do and perform all such act(s), deed(s), matter(s) and thing(s) including but not limited to filling of necessary forms with the Registrar of Companies, as they may in their absolute discretion deem necessary, desirable or appropriate to settle any question, difficulty or doubt that may arise in regard as they may think fit for the purpose of giving effect to this Resolution."

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ITEM NO. 3 - APPROVAL FOR ISSUANCE OF UP TO 6,50,000 (SIX LAKH FIFTY THOUSAND) EQUITY SHARES BY WAY OF PREFERENTIAL ALLOTMENT ON PRIVATE PLACEMENT BASIS.

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} (hereinafter referred to as **"the Act"**), and in accordance with the provisions of Memorandum and Articles of Association of the Company, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time by the Ministry of Corporate Affairs and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **"the Board"** which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot up to 6,50,000 (Six Lakh Fifty Thousand) equity shares of face value of INR 10/- (Rupee Ten Only) each, fully paid up, for cash, at an issue price of INR 50/- (Rupees Fifty Only) per share (including a premium of INR 40/- per share) aggregating to INR 3,25,00,000 (Rupees Three Crore Twenty Five Lakh only) by way of preferential allotment on private placement basis to the following identified persons ("Proposed Allottee"), on such terms and conditions as set out herein below:

SRNO	NAME	NO OF SHARES	Consideration (in INR)
1	SUNITA DHARMENDRA GOYAL	10,000	5,00,000
2	ADITI GOYAL	12,500	6,25,000
3	VARESH GOYAL	12,500	6,25,000
4	DIMPLE SUMANT LUNIA	1,00,000	50,00,000
5	NEENA JAIN	30,000	15,00,000
6	PANKAJ KAILASH PODDAR	15,000	7,50,000
7	PAWAN PODDAR	10,000	5,00,000
8	ARUNIMA AMODKUMAR AGARWAL	10,000	5,00,000

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9	SILKASIA EXPORTS PRIVATE LIMITED	10,000	5,00,000
10	MUKUL MOHANDAS GOYAL	20,000	10,00,000
11	SAVITA AGARWAL	10,000	5,00,000
12	SHREYANSH AGARWAL	10,000	5,00,000
13	SACHIN AGARWAL HUF	10,000	5,00,000
14	RAMGOPAL SATYANARAYAN AGARWAL	50,000	25,00,000
15	ANURAG GOEL	50,000	25,00,000
16	RASHMI PODDAR	50,000	25,00,000
17	GYANESHWARI SARAF	10,000	5,00,000
18	NIDHI KAURA	20,000	10,00,000
19	MEENAL BHATI	20,000	10,00,000
20	POOJA VISHAL AGARWAL	20,000	10,00,000
21	MADHAV VISHAL AGARWAL	20,000	10,00,000
22	AMIT GOPALPRASAD DHANUKA / SWATI AMIT DHANUKA	20,000	10,00,000
23	STUTI KAMALIA	20,000	10,00,000
24	RAJANI SHLOK KEDIA	20,000	10,00,000
25	DR RAJKUMAR KEDIA	20,000	10,00,000
26	SANGEETA GUPTA	50,000	25,00,000
27	SWATI SHRIKANT GAJABI	20,000	10,00,000

RESOLVED FURTHER THAT the aforesaid issue of equity shares shall be subject to the following terms and conditions:

a) Each Proposed Allottee shall be required to pay full subscription amount, for the equity shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account only.
b) The allotment of equity shares to Proposed Allottee shall be made in dematerialized form only.
c) The equity shares to be allotted shall rank pari-passu with the existing equity shares of the Company in all respects including as to dividend, voting rights and other corporate benefits, if any, with effect from the date of allotment.
d) The equity shares to be allotted shall be subject to the provisions of Memorandum and Articles of Association of the Company and other applicable laws for the time being in force.

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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all Directors and Key Managerial Personnel of the Company be and are hereby severally authorized for and on behalf of the Company to do all such acts, deeds, matters and things as they may in their absolute discretion consider necessary, desirable or expedient, including without limitation to filing of requisite documents with the Registrar of Companies, Depository(ies), and / or such other authorities as may be necessary for the purpose, signing and execution of various deeds, documents and agreements and also to modify, accept and give effect to any modifications therein and the terms and conditions of the proposed issue, offer and allotment of equity shares, signing of all the deeds and documents as may be required without being required to seek any further approval of Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Director and/or Key Managerial Personnel or any other officer(s) of the Company.

RESOLVED FURTHER THAT all Directors and Key Managerial Personnel of the Company be and are hereby authorised to issue certified true copy of this resolution to the concerned parties, as they deem fit"

For and on Behalf of the Board of Directors of
Shreedhar Spinners Private Limited

SHREEDHAR SPINNERS PVT. LTD. MUMBAI

Dharmendra Mohandas Goyal
Director
DIN: 00163777

Date: 15th September, 2025
Place: Mumbai

Registered Office:
A404, Gokul Arcade,
Subhash Road, Vile Parle East,
Mumbai – 400057, Maharashtra

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NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote instead of himself/ herself. Such a proxy/ proxies need not be a member of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, and signed and stamped, not less than 48 hours before the commencement of the meeting. For a member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. A Proxy Form is sent herewith.

2. The Statement pursuant to Section 102 of the Companies Act, 2013 (Act), in respect of the business as set out in the Notice is annexed hereto.

3. **Corporate Representation:** Corporate Members intending to send their authorized representatives to attend and vote at the AGM are requested to send/email a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative(s) with specimen signatures at the earliest, as per Section 113 of the Companies Act, 2013.

4. **Address Updates:** Members are requested to promptly notify any changes in their address to the Company and quote their Folio Numbers in all correspondence.

5. All documents proposed for approval, if any, in the above Notice and documents specifically in the Explanatory Statement are open for inspection at the registered office of the Company between 10.00 A.M. and 05:00 P.M. till the date of the Annual General Meeting.

6. Route map to AGM venue is attached herewith as part of Notice.

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EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special business mentioned in the accompanying notice for convening the AGM of the Company.

ITEM NO. 2

The Board of Directors, during its meeting held on 05th September, 2025, has approved the appointment of M/s. KVM & Co., Cost Accountants, Ahmedabad (Firm Registration No. 000458), as the Cost Auditors of the Company to conduct the audit of the cost records maintained by the Company for the financial year 2025-26 at a remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

Accordingly, the resolution set out at Item No. 2 of the Notice is placed before the members for ratification of the remuneration payable to the Cost Auditors.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise except their shareholding in the Company, in the resolution.

The Board recommends the resolution set out at Item No. 2 of the Notice for approval of the members as an Ordinary Resolution.

ITEM NO. 3

The Company proposes to issue, offer and allot on a preferential basis up to 6,50,000 (Six Lakh Fifty Thousand) equity shares having face value of INR 10/- (Rupee Ten Only) each, fully paid-up, to certain identified persons ("Proposed Allottees") as detailed in *Annexure A* of this explanatory statement, belonging to 'Promoter Group and Non-Promoter Category', for cash, at an issue price of INR 50/- (Rupees Fifty Only) per share (including a premium of INR 40/- per share). The total amount to be raised from the issue of equity shares shall aggregate to INR 3,25,00,000 (Rupees Three Crore Twenty-Five Lakh Only).

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The said proposals have been considered and approved by the Board at its meeting held on 15th September, 2025. The proposed preferential issues to Proposed Allottees are subject to the receipt of all necessary stipulated approvals including that of Members and applicable authorities.

The details of the issues and other particulars as required in terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, are set forth below:

1.	The objectives of the issue	To infuse additional long-term funds into the Company for expansion of its operations, working capital purposes and general corporate purposes.
2.	Utilization of gross proceeds	The gross proceeds shall be utilized for business expansion, working capital requirements and other corporate purposes of the Company.
3.	Interim use of proceeds	Pending deployment, the funds shall be kept in interest-bearing deposits with scheduled commercial banks/financial institutions in compliance with applicable laws.
4.	The size of issue and number of equity shares to be issued and nominal value of each share	6,50,000 equity shares of INR 10/- (Rupees Ten each) at an issue price of INR 50/- (Rupees Fifty only) each (including a premium of INR 40/- each) amounting to INR 3,25,00,000 (Rupees Three Crore Twenty-Five Lakh only)
5.	The price at which such shares are proposed to be issued	INR 50/- per share (including premium of INR 40/-)
6.	The basis on which the price has been arrived at along with report of registered valuer	Based on the Valuation Report issued by CA Vinay Rathi, Registered Valuer Reg. no.: IBBI/RV/06/2022/14781
7.	Relevant date with reference to which the price has been arrived at	31st August, 2025
8.	The class or classes of persons to whom the allotment is proposed to be made	Resident individual, HUF and body corporate(s) (Promoter Group and Non-Promoter category)

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9.	Intention of the promoters, directors or key managerial personnel to subscribe to the offer	Certain relatives of the Promoters intend to subscribe to the offer, as disclosed in the list of identified persons.
10.	The proposed time within which the allotment shall be completed	The company will complete the issue and allotment of Equity Shares within a period of 60 days from the date of receipt of the share application money.
11.	The Names of the proposed allottee and the percentage of post preferential offer capital that may be held by them.	As per *Annexure – A attached*
12.	The change in control, if any, in the company that would occur consequent to the preferential offer	There will be no change in control of the Company pursuant to this proposed private placement allotment except minor change in the shareholding pattern as well as voting rights.
13.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Nil – No preferential allotment made during FY 2025–26 prior to this issue.
14.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable – All shares shall be issued for cash consideration only.
15.	The pre issue and post issue shareholding pattern of the Company on fully diluted basis is as follows:	As per *Annexure – B* attached
16.	Amount which the Company intends to raise by way of such securities:	Aggregate amount of up to INR 3,25,00,000/- (Rupees Three Crore Twenty-Five Lakh Only)
17.	Name and address of valuer who performed valuation	Name: CA Vinay Rathi, Registered Valuer Reg. No.: IBBI/RV/06/2022/14781 Address: 841 Ajanta Shopping Centre Ring Road Surat 395002
s18.	Principal terms of assets charged as securities:	Not Applicable
19.	Material terms of raising securities:	The securities will be issued and allotted on private placement basis, in dematerialized

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<table>
<tr><td></td><td></td><td colspan="2">form, ranking pari-passu with existing equity shares.</td></tr>
<tr><td>20.</td><td>The class or classes of persons to whom the allotment is proposed to be made</td><td colspan="2">Identified individuals, HUF and body corporate(s) forming part of Promoter Group and Non-Promoter category.</td></tr>
<tr><td>21</td><td>The identity of the natural persons who are the ultimately beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the equity shareholder, the percentage of post preferential issue capital that may be held by them:</td><td colspan="2">Details of natural person who are ultimate beneficial owners of the equity shares are as follows:</td></tr>
<tr><td></td><td></td><td>Name of Proposed Allottee</td><td>Beneficial Owner</td></tr>
<tr><td></td><td></td><td>Silkasia Exports Private Limited</td><td>Mr Amod Kumar Agrawal</td></tr>
<tr><td></td><td></td><td>Sachin Agarwal HUF</td><td>Mr. Sachin Agarwal</td></tr>
</table>

The Board of Directors accordingly recommends the *Special Resolution* as set out in the Notice set out at Item No. 3 of the accompanying Notice for the approval of the equity shareholders.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item no. 3 of this Notice except to the extent of as disclosed herein and/or their respective shareholding in the Company, if any.

For and on Behalf of the Board of Directors of
Shreedhar Spinners Private Limited

SHREEDHAR SPINNERS PVT. LTD. MUMBAI

Dharmendra Mohandas Goyal
Director
DIN: 00163777

Date: 15th September, 2025
Place: Mumbai

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Annexure A – Statement of Proposed Allottees

(As required under Section 42 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014)

Proposed Allottees with Pre & Post Shareholding

Sr. No.	Name of Proposed Allottee	Pre-Issue Shares Held	% Pre-Issue Holding	Shares Proposed to be Allotted	Post-Issue Shares Held	% Post-Issue Holding
1.	SUNITA DHARMENDRA GOYAL	60,000	0.40%	10,000	70,000	0.45%
2.	ADITI GOYAL	30,000	0.20%	12,500	42,500	0.27%
3.	VARESH GOYAL	30,000	0.20%	12,500	42,500	0.27%
4.	DIMPLE SUMANT LUNIA	-	-	1,00,000	1,00,000	0.64%
5.	NEENA JAIN	100	Negligible	30,000	30,100	0.19%
6.	PANKAJ KAILASH PODDAR	-	-	15,000	15,000	0.10%
7.	PAWAN PODDAR	-	-	10,000	10,000	0.06%
8.	ARUNIMA AMODKUMAR AGARWAL	-	-	10,000	10,000	0.06%
9.	SILKASIA EXPORTS PRIVATE LIMITED	-	-	10,000	10,000	0.06%
10.	MUKUL MOHANDAS GOYAL	-	-	20,000	20,000	0.13%
11.	SAVITA AGARWAL	-	-	10,000	10,000	0.06%
12.	SHREYANSH AGARWAL	-	-	10,000	10,000	0.06%
13.	SACHIN AGARWAL HUF	-	-	10,000	10,000	0.06%
14.	RAMGOPAL SATYANARAYAN AGARWAL	5,000	0.03%	50,000	55,000	0.35%
15.	ANURAG GOEL	-	-	50,000	50,000	0.32%
16.	RASHMI PODDAR	-	-	50,000	50,000	0.32%
17.	GYANESHWARI SARAF	-	-	10,000	10,000	0.06%
18.	NIDHI KAURA	-	-	20,000	20,000	0.13%
19.	MEENAL BHATI	-	-	20,000	20,000	0.13%
20.	POOJA VISHAL AGARWAL	10,000	0.07%	20,000	30,000	0.19%

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21.	MADHAV VISHAL AGARWAL	-	-	20,000	20,000	0.13%
22.	AMIT GOPALPRASAD DHANUKA / SWATI AMIT DHANUKA	-	-	20,000	20,000	0.13%
23.	STUTI KAMALIA	-	-	20,000	20,000	0.13%
24.	RAJANI SHLOK KEDIA	-	-	20,000	20,000	0.13%
25.	DR RAJKUMAR KEDIA	-	-	20,000	20,000	0.13%
26.	SANGEETA GUPTA	-	-	50,000	50,000	0.32%
27.	SWATI SHRIKANT GAJABI	-	-	20,000	20,000	0.13%

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ANNEXURE B – SHAREHOLDING PATTERN

[Pursuant to Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014]

(Pre-Issue and Post-Issue on Fully Diluted Basis)

Sr. No.	Category	Pre issue		Post issue	
		No. of shares held	% of shares held	No. of shares held	% of shares held
A	**Promoter's holding**				
1	Indian				
	Individuals/HUF	2,85,000	1.90%	2,85,000	1.82%
	Body Corporates	1,44,99,600	96.67%	1,44,99,600	92.65%
	Sub-Total	**1,47,84,600**	**98.57%**	**1,47,84,600**	**94.47%**
B	**Non-Promoter's Holding**				
1.	Indian				
	Individual /HUF Public	1,80,400	1.20%	8,20,400	5.24%
	Body Corporates	35,000	0.23%	45,000	0.29%
	Sub-Total	**2,15,400**	**1.43%**	**8,65,400**	**5.53%**
	Grand Total	**1,50,00,000**	**100.00%**	**1,56,50,000**	**100.00%**

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ATTENDANCE SLIP

Date: _____

Please fill Attendance Slip and hand it over at the entrance of the meeting venue.

Name	
Address	
Folio No.	
No. of shares held	

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the Annual General Meeting of the Company held on Monday, 22nd September, 2025 at 11:00 at 503, Matharu Arcade, Subhash Road, Vile Parle East, Mumbai - 400057, Maharashtra, India.

_____

Signature of Shareholder / Proxy

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FORM OF PROXY
(Form MGT-11)

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

CIN: U17299MH2020PTC351591
Name of the Company: Shreedhar Spinners Private Limited
Registered office: A404, Gokul Arcade, Subhash Road, Vile Parle East, Mumbai - 400057, Maharashtra.

Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio No. / Client ID:	
DP ID:	

I/We, being the member(s) of _____ shares of the Company, hereby appoint:

1. Name:_____
Address: _____
Email ID:_____
Signature: _____ or failing him;

2. Name:_____
Address: _____
Email ID:_____
Signature: _____ or failing him.

3. Name:_____
Address: _____
Email ID:_____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Monday, 22nd September, 2025 at 11:00 at 503, Matharu Arcade, Subhash Road, Vile Parle East, Mumbai – 400 057, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

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1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025 AND THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

2. **TO RATIFY THE REMUNERATION PAYABLE TO THE COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26.**

3. **APPROVAL FOR ISSUANCE OF UP TO 6,50,000 (SIX LAKH FIFTY THOUSAND) EQUITY SHARES BY WAY OF PREFERENTIAL ALLOTMENT ON PRIVATE PLACEMENT BASIS.**

Affix Revenue Stamp**

Signed this _____ day of September, 2025

Signature of shareholder_____

Signature of Proxy holder(s) _____

Note:

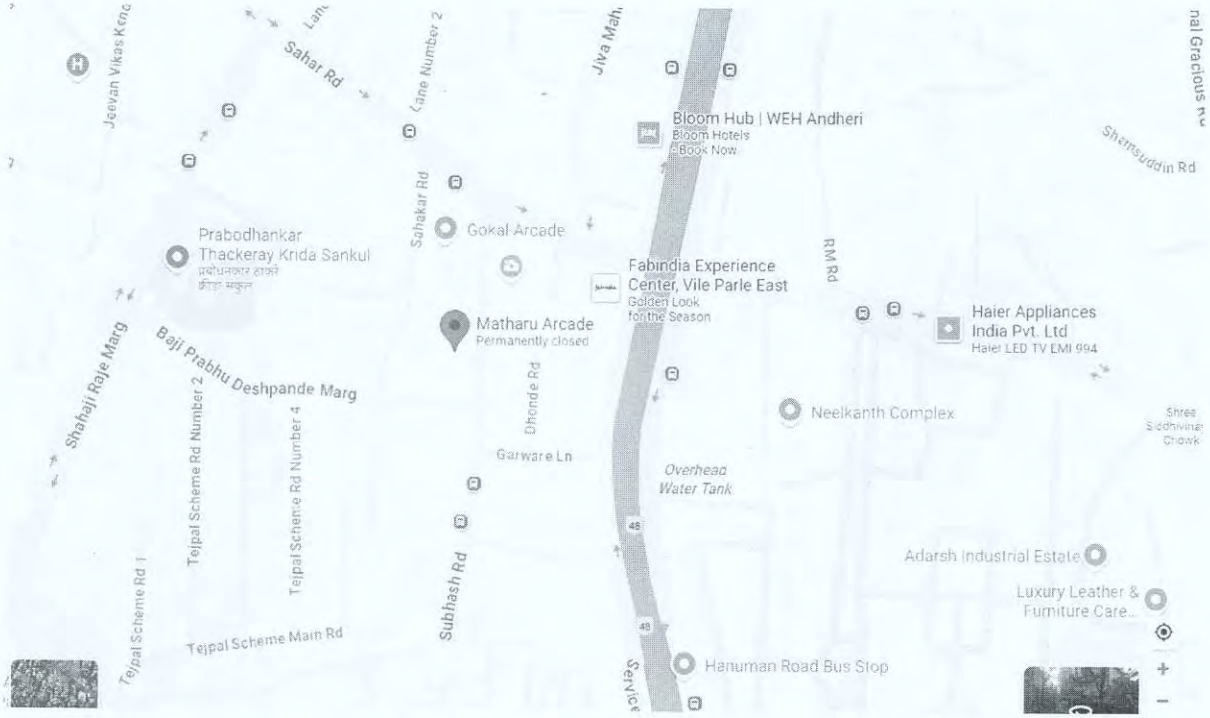
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

** Kindly cancel the Revenue Stamp after affixing the same.

SHREEDHAR SPINNERS PRIVATE LIMITED

A/404 Gokul Arcade Subhash Road, Vile Parle East Mumbai 400057 India
TEL No. 91-22-45158777 Email: export.spinners@shreedhar.com
GSTIN:27ABFCS0669E1ZA CIN: U17299MH2020PTC51591

ROAD MAP TO THE VENUE OF ANNUAL GENERAL MEETING



VENUE:

503, Matharu Arcade, Subhash Road,
Vile Parle East, Mumbai – 400057, Maharashtra