



Registered Office :-

S.F. No. 74/12 & 75/3, Sathy Road, Pungampalli Village, Sathyamangalam - 638 402
CIN : L17111TZ1994PLC004797 Phone : 0422 - 2454415, 2454416, 2454417
E-mail : info@salonagroup.com Web : www.salonacotspin.com

NOTICE OF 31st ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting of the Company will be held on **Friday, September 19, 2025 at 12.15 PM IST** through Video Conferencing/OAVM (Other Audio-Visual Means) to transact the following businesses. The venue of the meeting shall be deemed to be the Administrative Office of the Company at Shree Sakthi Kunj, No.9, Ramalinga Nagar, IV Cross, Saibaba Colony, Coimbatore – 641011.

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the financial year ended 31st March 2025 together with the report of Board of Directors and the Auditors thereon.
2. To declare a Dividend on Equity Shares for the financial year ended 31st March 2025.
3. To appoint a Director in place of Mr. Arunkumar Jhajharia (DIN:00003086), who retires by rotation and being eligible, offers himself for re-appointment.

Explanation: Based on the terms of appointment, Executive Directors and the Non-Executive Directors (other than Independent Directors) are subject to retirement by rotation. Mr. Arunkumar Jhajharia (DIN:00003086) who has been on the Board of the Company since February 12, 2018 and whose office is liable to retire at this AGM, being eligible, seeks re-appointment. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment as a Director of the Company. Therefore, the shareholders are requested 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 Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Arunkumar Jhajharia (DIN:00003086), who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation.”

SPECIAL BUSINESS:

4. To consider and, if thought fit, approve the remuneration payable to **Mr.B Venkateswar**, Cost Accountant, Cost Auditor of the Company, for the financial year ending March 31, 2026, and to pass, with or without modification(s), 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 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. B Venkateswar, Cost Accountant, the Cost Auditor appointed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, to conduct the audit for the financial year 2025-2026 at a remuneration of Rs. 25,000 (Rupees Twenty-Five Thousand Only) per annum plus applicable taxes and reimbursement of the travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board), of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To consider and if thought fit, approve the appointment of Mr. Ramanathan Kannan, Practicing Company Secretary as Secretarial Auditor of the Company for a first term of five (5) years and to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and in accordance with the recommendation of the Board of Directors of the Company, Mr. Ramanathan Kannan, Practicing Company Secretary (CP No: 17220 and Peer Reviewed Certificate No. 2803/2022) be appointed as the Secretarial Auditor of the Company for a term of five (5) consecutive years, to conduct the Secretarial Audit of five consecutive financial years from 2025-26 to 2029-30 on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board of Directors to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditor may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board), of the Company be and is hereby authorised to take all actions and do all such deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

6. To consider and, if thought fit, approve the re-appointment of **Mr. Hari Desikan Ganesh** (DIN:08710451), as an Independent Director (Non-executive) of the Company to hold office for second term of five consecutive years and to pass, with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, upon recommendation of Nomination and Remuneration Committee, Mr. Hari Desikan Ganesh (DIN: 08710451), who was appointed as an Independent Director of the Company and who holds office up to September 20, 2025 and who is eligible for reappointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years commencing with effect from September 20, 2025. (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board) be and is hereby authorised to take all actions and do all such deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

7. To consider and, if thought fit, approve the Appointment of Mr. Gaurav Jain (DIN: 10719870), as an Independent Director (Non-executive) of the Company to hold office for first term of one year and to pass, with or without modification(s), the following resolution as **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Gaurav Jain (DIN: 10719870) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on August 23, 2025 and who had also submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company to hold office for a term of one year with effect from September 19, 2025 and is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient, to give effect to the above resolution without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

8. To consider and if thought fit, approve the material related party transaction(s) with Shristi Cotspinn Private Limited and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), the Company's policy on related party transactions and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to enter/ continue to enter into agreement/ contract/ business transactions with Shristi Cotspinn Private Limited, a related party of the Company for an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores only) as per the details more particularly described in the statement pursuant to Section 102 of the Companies Act, 2013, annexed to this notice notwithstanding the fact that such transactions either taken individually or together with previous transactions during the financial year may exceed 10% of the annual turnover of the Company as per the last audited financial statements or such other materiality threshold as may be specified under applicable laws/regulations from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors (including its Committees thereof) be and are hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed

necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions and settle all questions, difficulties or doubts that may arise in this regard to give effect to this resolution.”

**By Order of the Board of Directors
For SALONA COTSPIN LIMITED**

Place : Coimbatore
Date : 23.08.2025

**RAJKUMARI R
COMPANY SECRETARY**

Notes :

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020; No. 20/2020 dated May 5, 2020; No. 22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No. 39/2020 dated December 31, 2020; No. 10/2021 dated June 23, 2021; No. 20/2021 dated December 8, 2021; No. 21/2021 dated December 14, 2021; No. 2/2022 dated May 5, 2022; No. 10/2022 dated December 28, 2022; No. 9/2023 dated September 25, 2023; and No. 9/2024 dated September 19, 2024 (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/ PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities Exchange Board of India (“SEBI Circulars”) prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said circulars, the 31ST Annual General Meeting (“AGM”) of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
2. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”) with respect to the special business as set out in the Notice is annexed hereto.
3. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for the AGM. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

However, the Body Corporates are entitled to appoint authorised representatives for attending the AGM through VC/OAVM, participating thereat and casting their votes through e-voting.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and share transfer books of the Company will remain closed from Saturday, 13th September 2025 to Friday, 19th September 2025 (both days inclusive).
6. Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration, to those Members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Friday, 12th September 2025
7. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company / Registrar and Share Transfer Agent (if shares held in physical form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by e-mail to rnt.helpdesk@in.mpms.mufg.com. by September 19, 2025. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF / JPG Format) by e-mail to rnt.helpdesk@in.mpms.mufg.com. The aforesaid declarations and documents need to be submitted by the shareholders by September 19, 2025.

8. The Company has fixed September 12, 2025 as the 'Record Date' for determining entitlement of members to receive dividend for the FY 2024-25, if approved at the AGM.

Those members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Record Date shall be entitled for the dividend which will be paid on or after Friday, September 12, 2025, subject to applicable TDS.

9. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
10. Members whose shareholding is in the electronic mode are requested to update bank account details (Bank Account No., Name of the Bank, Branch, IFSC Code, MICR code and place with PIN Code) to their respective Depository Participants and not to the Company.
11. Members holding shares in physical form are requested to note that in terms of Regulation 40 of the SEBI ("Listing Regulations"), securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. In view of the above and in order to eliminate risks associated with physical transfer of securities, shareholders holding equity shares of the Company in physical form are requested to consider converting their holdings to dematerialised form. Members may contact the Company's Registrar and Share Transfer Agent, for assistance in this regard.

12. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, has mandated that with effect from April 1, 2024, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after the shareholders furnish their PAN, contact details (postal address with PIN and mobile number), Bank Account details & Specimen Signature ("KYC") and are advised to utilize the electronic solutions provided by National Automated Clearing House ("NACH") for receiving dividends.
13. The Company has entered into agreements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates etc., Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity etc. Members, therefore, now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their holdings to electronic mode.
14. A. Securities and Exchange Board of India ("SEBI") had earlier mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrar and Share Transfer Agents with effect from 1st April 2019.

In accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, a special window has been opened for re-lodgement of transfer deeds which were lodged prior to the deadline of April 01, 2019, and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise for a period of six months from July 07, 2025 till January 06, 2026. The shares re-lodged for transfer will be processed only in dematerialized form during this window. Eligible shareholders may submit their transfer request along with the requisite documents to the Company's Registrar & Share Transfer Agent ('RTA'), MUFG Intime India Private Limited within the stipulated period.

B. Members may further note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on Company's website at <https://www.salonacotspin.com/investor-downloads/> and on the website of MUFG Intime at www.in.mpms.mufig.com. It may be noted that any service request can be processed only after the folio is KYC compliant.

C. Further, as per SEBI's Master circular dated 7th May 2024 and amendment circular dated 10th June 2024, members holding shares in physical form, whose folio(s) lack PAN, contact details, Bank Account details or updated specimen signature, will only be eligible for payment of dividend, through electronic mode effective from 1st April 2024 upon updating the aforementioned details with MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), the Registrar and Share Transfer Agent of the Company. Therefore, members holding shares in physical form are requested to update the mentioned details by providing the appropriate requests through ISR forms with the Registrar and Share Transfer Agent to ensure receipt of dividend. Necessary prior intimation(s) in this regard was provided to the Shareholders. A copy of the required circular(s) is/are available on the Company's website www.salonacotspin.com.

15. Members holding shares in physical form are requested to furnish Form ISR-1, Form ISR-2 and SH-13 (available on the Company's website at <https://www.salonacotspin.com/investor-downloads/> to update KYC, notify any change of address, bank details and choice of Nomination (in case the same are not already updated), to Company's Registrar and Share Transfer Agent viz., MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) "Surya", 35 Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028, Tamil Nadu, the RTA of the Company in respect of shares held in physical form together with a proof of address viz, Aadhar Card / Electricity Bill/ Telephone Bill/Ration Card/Voter ID Card/ Passport etc.

Alternatively, Members may send digitally signed copy of their documents by email to MUFG Intime at rint.helpdesk@in.mpms.mufg.com or upload on their web portal www.in.mpms.mufg.com.

16. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

17. Non-Resident Indian ("NRI") Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately.

a) the change in the residential status on return to India for permanent settlement, or

b) the particulars of the NRE/NRO Account with a bank in India, if not furnished earlier.

18. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the facility for making nominations is now available to individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the RTA of the Company or can download the form from the Company's website, namely www.salonacotspin.com. Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities.

19. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificate to the Registrar and Share Transfer Agent for consolidation into a single folio.

20. Members are requested to make all correspondence in connection with shares held by them directly to the Registrar and Share Transfer Agent of the Company M/s. MUFG Intime India Private Limited (formerly Link Intime India Private Limited), "Surya", 35 Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641 028, Tamil Nadu by quoting their Folio number or the Client ID number with DP ID number.

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. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his/ her queries to the Company seven working days prior to the meeting. The same will be replied by the Company suitably.

23. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary / Registrar & Share Transfer Agent of the Company. Members are requested to note that pursuant to Section 124 of the Companies Act, 2013 dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government under Section 125 of the Companies Act, 2013. The details of the unpaid dividend can be viewed on the Company's website www.salonacotspin.com. As per the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit,

Transfer and Refund) Rules 2016, the Company will be transferring the share(s) on which the beneficial owner has not encashed any dividend during the last seven years to the IEPF demat account as identified by the IEPF Authority. Details of shareholders whose shares are liable to be transferred to IEPF are available at the Company website: www.salonacotspin.com. The shareholders whose unclaimed dividend/ share has been transferred to the 'Investor Education and Protection Fund', may claim the same from IEPF authority by filing Form IEPF-5 along with requisite documents. Mr. M.S Selvaraj, Chief Financial Officer is the Nodal Officer of the Company for the purpose of verification of such claims.

24. Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Authority: Pursuant to the provisions of Section 124(6) of the Act and Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("the IEPF Rules") and amendments thereto, the Company has transferred the shares in respect of members who have not claimed / encashed dividend for the last seven consecutive years to the Demat Account of the IEPF Authority. Details of the members whose shares have been transferred to the Demat Account of the IEPF Authority are available at the Company's website at www.salonacotspin.com.

25. SAKSHAM NIVESHAK – 100 Days Campaign

The Investor Education and Protection Fund Authority (IEPFA), under the Ministry of Corporate Affairs, has launched a 100-day campaign titled "Saksham Niveshak", running from 28th July to 6th November 2025. This national drive is aimed at empowering shareholders by creating awareness about unclaimed dividends held by companies and guiding them through the process of updating their KYC and nomination details to reclaim their rightful dividend.

The campaign encourages companies to proactively reach out to their shareholders, helping them recover unclaimed dividends and resume the regular receipt of dividends by updating essential records. Timely action by shareholders will ensure that their dividends and underlying shares are not transferred to IEPFA.

Key Objectives of the "Saksham Niveshak" Campaign include:

- Facilitate the resolution of cases related to unclaimed dividends lying with companies.
- Support KYC and nomination updates for shareholders.
- Ensure direct dividend payouts from companies to the rightful investors.

The Company has published this 100 Days Campaign in newspapers Trinity Mirror and Makkal Kural, hosted on its website and on NSE website.

26. In line with the aforesaid MCA Circulars and SEBI Circulars, the Notice calling the AGM along with the Annual Report for the year 2024-25 is being sent only through electronic mode to those members whose email address is registered with the Company / RTA / Depositories. Further, a letter providing the web link including the exact path where the complete details of the Annual Report is available will be sent to the shareholders who have not registered their email address. Members may note that the Notice and Annual Report for the financial year 2024-25 will also be available on the Company's website www.salonacotspin.com. The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively. The said Notice of the AGM is also available on the website of CDSL (agency for providing the Remote e-Voting facility) at www.evotingindia.com. Members can attend and participate in the Annual General Meeting through VC / OAVM facility only. Further pursuant to SEBI Circulars, the Company will be sending a hard copy of the Annual Report to those Shareholders who request for the same at cs@salonacotspin.com.

27. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

28. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company or Registrar and Share Transfer Agents.
29. Brief resume, details of shareholding and Directors/ KMP inter-se relationship with Director(s) seeking re-election/ Appointment/ Re-appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 are provided in this Notice.
30. Members may kindly note that in accordance with SEBI circular dated 31st July 2023, the Company has registered on the SMART ODR (Securities Market Approach for Resolution through Online Disputes Resolution) Portal. This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution institutions for addressing complaints. Members can access the SMART ODR Portal via: <https://smartodr.in/login>. Members may utilize this online conciliation and/ or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between members and the Company (including RTA).
31. Members holding shares in electronic form may please note that as per the regulations of Securities and Exchange Board of India ("SEBI"), National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), the Company is obliged to print the bank details on the dividend warrants as furnished by these depositories to the Company and the Company will not entertain any request for deletion/change of Bank details already printed on dividend warrants as per the information received from the concerned depositories. In this regard, Members should contact their Depository Participant(s) ("DP") and furnish particulars of any changes as desired by them.
32. The shareholders are advised to register / update their e-mail address with the Company / RTA in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form in order to enable the Company to serve documents in electronic mode.
33. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act, (if applicable) and all other documents referred to in the Notice will be available for inspection in electronic mode.
34. The Members can join the AGM in the VC/OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS:

- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and pursuant to the MCA Circulars and the Secretarial Standard - 2, the Company is providing facility of remote e-voting to its Members to cast their vote electronically from a place other than venue of the Annual General Meeting ("remote e-voting") using an electronic voting system. For this purpose, the Company has entered

into an agreement with **Central Depository Services (India) Limited** (CDSL), as the authorised e-voting agency for facilitating voting through electronically on all the business items set forth in the Notice of Annual General Meeting and the business may be transacted through such remote e-voting/ e-voting during the AGM. Instructions to Shareholders provided hereinafter for e-voting explains the process and manner for generating/ receiving the password, and for casting of vote(s) in a secure manner.

ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. September 12, 2025 shall be entitled to avail the facility of remote e-voting as well as venue voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

iii. A person who has acquired the shares and has become a member of the Company after the despatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, September 12, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part.

iv. The remote e-voting will commence on Tuesday, September 16, 2025 at 9.00 a.m. and will end on Thursday, September 18, 2025 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Friday, September 12, 2025 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.

v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

vi. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Friday, September 12, 2025 .

vii. The Company has appointed Mr. B. Krishnamoorthi, Partner of M/s. S. Krishnamoorthy & Co. Chartered Accountant, (Membership No. 020439 & Reg No. 0014965), to act as the Scrutinizer for conducting the remote e-voting process as well as the venue voting system on the date of the AGM, in a fair and transparent manner.

viii. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting for all those members who are present at the AGM by electronic means but have not cast their votes by availing the remote e-voting facility.

ix. The Scrutinizer shall, after the conclusion of voting at the AGM first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment and shall make, not later than 2 working days of the conclusion of the AGM, a combined scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

x. The results shall be declared within the time stipulated under the applicable laws. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.salonacotspin.com and on the website of CDSL and be communicated to NSE Limited, the stock exchange where the shares of the Company are listed, by the Chairman or a person authorized by him.

36. Process for those shareholders whose email IDs are not registered:

a) 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 RTA email id coimbatore@in.mpms.mufig.com.

b) For Demat shareholders - Please update your e-mail id and mobile no. with your respective Depository Participant (DP).

c) For Individual Demat Shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

The instructions for shareholders for remote voting are as under:

(i) The voting period begins on Tuesday, September 16, 2025 at 9.00 a.m. and will end on Thursday, September 18, 2025 at 5.00 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 i.e. Friday, September 12, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.


(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting


(v) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual Shareholders holding securities in Demat mode, is given below:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

Type of Shareholder	Login Method
<p>Individual Members holding securities in Demat mode with CDSL Depository</p> 	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible Companies where the e-voting is in progress as Per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting Service provider for casting your vote during the remote e-Voting Period or joining virtual Meeting and voting during the Meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting Service providers' website directly. 3) If If the user is not registered for Easi/Easiest, option to register is available at CDSL website https://web.cdslindia.com/myeasi/Registration/EasiRegistration and click on login & New System My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN details from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on Registered Mobile and Email as Recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and able to directly access the system of all e-Voting Service Providers.
<p>Individual Members holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already Registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the Below URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting Services. Click on “Access to e-Voting” under e-Voting Services and you will be able to see e-Voting page. Click on Company Name or e-Voting Service provider Name and you will be re-directed to e-Voting Service provider website for casting your vote during the remote e-Voting Period or joining virtual Meeting and voting during the Meeting.

Type of Shareholder	Login Method
<p>Individual Members holding securities in demat mode with NSDL Depository</p> 	<p>2) If the user is not Registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the Below URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Member/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company Name or e-Voting Service provider Name and you will be redirected to e-Voting Service provider website for casting your vote during the remote e-Voting Period or joining virtual Meeting and voting during the Meeting</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID,8-digit Client Id, PAN, Verification code and generate OTP. Enter the OTP received on registered email ID/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Members (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant Registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company Name or e-Voting Service provider Name and you will be redirected to e-Voting Service provider website for casting your vote during the remote e-Voting Period or joining virtual Meeting and voting during the Meeting.</p>

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

Helpdesk for Individual Members holding securities in demat mode for any technical issues Related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk Details
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@Cdslindia.com or contact at toll free no. 1800 21 09911
Individual Members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding Shares in Physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual Meetings for shareholders other than individual shareholders holding shares in physical form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on Shareholders
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding Shares in Physical Form should enter Folio Number Registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding Shares in demat Form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
 - 6) If you are a first-Time user follow the steps given Below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as Physical shareholders) <ul style="list-style-type: none"> ● Members who have not Updated their PAN with the Company / Depository Participant are requested to use the sequence number indicated in the PAN Field
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy Format) as recorded in your demat account or in the Company Records in order to login. <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)

- (i) After entering these Details appropriately, click on “SUBMIT” tab.
- (ii) 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, if the 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.
- (iii) For shareholders holding Shares in Physical Form, the Details can be used only for e-voting on the Resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant Salona Cotspin Limited on which you choose to vote.
- (v) 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.
- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution Details.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to Modify your vote.
- (ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (x) 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 and enter the Details as prompted by the system.
- (xi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xii) Additional Facility for Non – Individual Members and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e., Other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the Entity should be emailed to helpdesk.evoting@Cdslindia.com.
 - After receiving the login Details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The List of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF Format in the system for the scrutinizer to verify the same.

- Alternatively, Non-Individual Members are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote to the Company at the email address viz; cs@salonacotspin.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM AND E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending Meeting and e-Voting on the Day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend Meeting will be available where the EVSN of Company will be displayed after successful login as Per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops /IPads for better Experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop Connecting via Mobile Hotspot may Experience Audio/Video Loss due to Fluctuation in their respective network. It is therefore Recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **seven working days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@salonacotspin.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance five working days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@salonacotspin.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have Registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
9. Only those shareholders, who are Present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are Otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not Participated in the Meeting through VC/OAVM facility, then the votes cast by such shareholders may be Considered invalid as the facility of e-voting during the Meeting is available only to the Members attending the Meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical Shareholders - please provide necessary Details like Folio No., Name of shareholder, scanned copy of the Share certificate (front and back), PAN (Self-attested scanned copy of PAN card), AADHAR (Self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat Shareholders -, Please Update your email id and mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat Shareholders – Please Update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual Meetings through Depository.

If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 210 9911

All grievances Connected with the facility for voting by Electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 210 9911

CONTACT DETAILS:

Company	Salona Cotspin Limited Regd Office: SF No.74/12 & 75/3, Sathy Road, Pungampalli Village, Sathyamangalam - 638 402 Erode District, Tamil Nadu. Phone: 0422- 2454415
Registrar and Transfer Agent (RTA)	MUFG Intime India Private Limited Coimbatore Branch “Surya”, 35 Mayflower Avenue, Senthil Nagar Sowripalayam Road, Coimbatore - 641 028 Tel: 0422- 2314792/5792 E-mail : coimbatore@in.mpms.mufg.com
e-Voting Agency	Central Depository Services (India) Limited Regd. Office: A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, NM Joshi Marg, Lower Parel (East), Mumbai – 400 013 Tel: +91 18 0021 09911 E mail: helpdesk.evoting@cdslindia.com
Scrutinizer	Mr B Krishnamoorthi, Chartered Accountant Kanapathy Towers, 3 rd Floor, No.1391/A-1, Sathy Road, Ganapathy, Coimbatore – 641 006. E-mail : bkca@gmail.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**For Item No. 4**

The Board, on the recommendation of the Audit Committee, has approved the appointment of Mr. B.Venkateswar, (Membership No.27622) Cost Accountant, Coimbatore as the Cost Auditor of the Company to conduct the cost audit for the financial year 2025-26, at a remuneration of Rs. 25,000 (Rupees Twenty-Five Thousand) plus applicable taxes and reimbursement of out of pocket expenses.

Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, requires the Board to appoint an individual, who is a Cost Accountant or a firm of Cost Accountants, as Cost Auditor of the Company on the recommendations of the Audit Committee, which shall also recommend the remuneration for such Cost Auditor and such remuneration shall be approved by the Board of Directors and ratified subsequently by the Shareholders at General Meeting.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of this Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2025-26.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 4 of this Notice, for approval by the Members of the Company.

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

For Item No. 5

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015, as amended vide SEBI (Listing Obligations and Disclosure Requirements)(Third Amendment) Regulations, 2024 ("SEBI Listing Regulations"), effective from April 1, 2025, a company is required to appoint peer reviewed secretarial auditor (if individual then for not more than one term of five consecutive years and if a firm then for not more than two terms of five consecutive years), with the approval of the shareholders in the annual general meeting based on the recommendation made by the Board of Directors.

Accordingly, the Board of Directors of the Company at their meeting held on May 28, 2025 has recommended the appointment of Mr. Ramanathan Kannan, Practising Company Secretary (COP No: 17220 and Peer Reviewed Certificate No. 2803/2022) as the Secretarial Auditor of the Company for a period of five consecutive financial years from 2025-26 to 2029-30. The appointment is subject to approval of the Members of the Company.

The Board of Directors have recommended his appointment based on the fulfilment of the eligibility criteria & qualification prescribed under the Companies Act, 2013 & Rules made thereunder and Listing Regulations with regards to considered the past audit experience particularly in auditing large companies, valued various factors, including his capability to handle a diverse and complex business environment, existing experience in the various business segments, the clientele it serves, and its technical expertise.

Mr. Ramanathan Kannan (COP No: 17220; ICSI Unique Code: I2016TN1516800), Company Secretary, Chennai, have consented to his appointment as Secretarial Auditor of the Company and confirmed that his aforesaid appointment (if made) would be within the prescribed limits specified by the Institute of Company Secretaries of India (ICSI). He has also confirmed that he is not disqualified to be appointed as Secretarial Auditor in terms of provisions of the Act & Rules made thereunder and Listing Regulations. Further, no order has been passed by ICSI/SEBI/MCA/any other competent authority/Court, both in India or outside India, in past 5 years against the proposed secretarial auditor.

Pursuant to Regulation 36(5) of SEBI Listing Regulations as amended, the credentials and terms of appointment of Mr. Ramanathan Kannan are as under:

Profile:

Mr. Ramanathan Kannan is a seasoned professional with over 30 years of experience in corporate law, specializing in governance, compliance, and legal advisory. He has been successfully practicing as a Company Secretary since 2016. With a proven track record in banking, manufacturing, and listed entities, he has handled complex transactions including rights issues, mergers, and corporate governance. R. Kannan holds an MBA, is a Fellow Member of the Institute of Company Secretaries of India (FCS) and is a certified Social Auditor.

Terms of Appointment:

Mr. Ramanathan Kannan is proposed to be appointed for a term of five (5) consecutive years, to conduct the Secretarial Audit of five consecutive financial years from 2025-26 to 2029-30. The proposed fees payable to Mr. R. Kannan is INR 25,000/- (Rupees Twenty five Thousand) per annum. The said fees shall exclude GST, certification fees, applicable taxes, reimbursements and other outlays. The remuneration for the subsequent financial years during their tenure will be determined by the Board of Directors of the Company.

The Board recommends the said resolution, as set out in Item No. 5 of this Notice for your approval.

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

For Item No.6

The members of the Company at their Annual General Meeting held on September 21, 2020 approved the appointment of Mr. Hari Desikan Ganesh (DIN : 08710451) as an Independent Director of the Company to hold office for an initial first term of (5) consecutive years. His first term is due to expire on September 20, 2025 and he is eligible for reappointment for a second term on the Board of the Company.

The board based on the recommendation of Nomination & Remuneration Committee, considers that, given the background, experience and contributions made by Mr. Hari Desikan Ganesh during his tenure, the continued association of Mr. Hari Desikan Ganesh would be beneficial to the Company and it is desirable to continue availing his service as an Independent Director for a second term of five (5) consecutive years effective from September 20, 2025 not liable to retire by rotation, subject to approval of the Board and the Members of the Company.

Mr. Hari Desikan Ganesh (DIN : 08710451) is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received a declaration from Mr. Hari Desikan Ganesh to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and under Regulation 16(1) (b) of the SEBI Listing Regulations. In the opinion of the Board, Mr. Hari Desikan Ganesh fulfils the conditions for appointment as Independent Director as specified in the Act. He is independent of the management and possesses appropriate skills, experience and knowledge to hold such position on the Board of the Company.

Brief profile and other details of Mr. Hari Desikan Ganesh, in compliance of SEBI Listing Regulations and SS-2 on General Meeting, are given in this Notice. The Board recommends the Special Resolution at Item No. 6 of this Notice for the approval of the Members.

Except Mr. Hari Desikan Ganesh and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are, in anyway, concerned or interested, financially or otherwise, in the said resolution.

Item No.7

Based on recommendation of Nomination and Remuneration Committee, the Board approved the appointment of Mr. Gaurav Jain (DIN: 10719870) as an Additional Director (Non-executive, Independent) of the Company w.e.f. August 23, 2025 for an initial term of one year.

Pursuant to Regulation 17(1C) of SEBI Listing Regulations, a company is required to take approval of its shareholders for appointment of a person on the board of the company at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Gaurav Jain possesses the requisite skills, experience, knowledge and capabilities identified by the Board and required for the role of an Independent Director of the Company. Considering his vast experience, the Board believes that his appointment shall be in the best interest of the Company.

Mr. Gaurav Jain is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent for appointment as an Independent Director. The Company has, in terms of Section 160(1) of the Act, received notice in writing, proposing his candidature for appointment as an Independent Director. The Company has also received a declaration from Mr. Gaurav Jain (DIN: 10719870) confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Further, he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority pursuant to circulars dated June 20, 2018, issued by the National Stock Exchange of India Limited (NSE) pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

The brief profile and other information of Mr. Gaurav Jain (DIN: 10719870), in compliance of SEBI Listing Regulations and SS-2 on General Meeting, is given in this Notice.

The Board recommends the Special Resolution at Item No. 7 of this Notice for the approval of the Members.

Except Mr. Gaurav Jain and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are, in anyway, concerned or interested, financially or otherwise, in the said resolution.

Item No.8: To approve material Related Party Transaction(s).

Pursuant to Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, a transaction with the related party shall be considered "material", if the transactions entered into individually or taken together with previous transactions during the financial year with such related party exceeds 10% of the turnover of the company as per the audited financial statements of the preceding financial year. Pursuant to proviso to Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a transaction with a related party shall be considered "material", if the transactions entered into individually or taken together with previous transactions during a financial year with such related party exceeds Rs. 1,000 Crores or 10% of the total turnover of the Company as per the last audited financial statements, whichever is lower.

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of shareholders by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business and at an arm's length basis.

During the FY 2025-26, the Company propose to enter into certain transaction with related party (ies), as mentioned in this Explanatory Statement, on mutually agreed terms and conditions, and the aggregate of such transaction(s), is expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis. The transactions entered into by the Company are purely as per the business requirements of the Company. The actual value of these transactions in a financial year may vary depending on the business achieved by the Company and is directly proportional to the business.

The Audit Committee has, on the basis of relevant details provided by the management as required by the law, reviewed and approved the said transaction(s), with the above-mentioned related parties at their meeting held on 28th May 2025.

The Board recommends the said resolutions, as set out in Item Nos. 8 of this Notice, for your approval.

Pursuant to Section 188 of the Companies Act, 2013 and pursuant to Regulation 23(4) of the Listing Regulations, the prior approval of the Shareholders of the Company by way of an ordinary resolution would be required for the material related party transactions to be entered into with related parties. Further, pursuant to the amendment to Regulation 23 of the Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024, all related party transactions which exceeds 10% of the annual turnover needs to be approved by the shareholders by way of a resolution and such approval shall be valid upto the date of next Annual General Meeting.

Accordingly, the approval of the Members is now being sought for the transactions proposed to be entered into with the above-mentioned related parties as per the details given below.

The details of the transactions with above-mentioned related parties as required pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 is given below:

Name of the related party	Shristi Cotspinn Private Limited
Type, material terms and particulars of the proposed transaction	Sale and Purchase of Cotton and all types of yarn and other raw materials.
Tenure of the proposed transaction	For a period from the conclusion of the 31 st Annual General Meeting till the conclusion of the 32 nd Annual General Meeting.
Value of the proposed transaction (not to exceed)	Rs.100 crores

The percentage of the listed entity's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	15% based on audited financials for the year ended 31 st March 2025
Justification as to why the RPT is in the interest of the listed entity	As mentioned above
Copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
If the transaction relates to any loans, inter – corporate deposits, advances or investments made or given by the listed entity or its subsidiary then	Not Applicable
Any other information that may be relevant	NIL

The Board of Directors recommend the resolution as set out in Item No. 8 of the Notice for the approval of the Members who are not related parties of the Company. The Members may please note that in terms of the provisions of the Listing Regulations, no related party(ies) as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall vote to approve the resolution under Item No. 8 of this notice.

Except Mr. Shyam Lal Agarwal, Mr. Manoj Kumar Jhajharia, Mr. Arunkumar Jhajharia, and Mr. Raghav Agarwal, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 8 of the Notice.

ANNEXURE TO THE EXPLANATORY STATEMENT OF THIS NOTICE

Details of Directors seeking appointment / re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General meetings issued by ICSI.

Name of Director	Arunkumar Jhajharia	Hari Desikan Ganesh	Gaurav Jain
DIN	00003086	08710451	10719870
Age / Date of birth	52 yrs / 30.06.1972	45yrs / 04.04.1980	44 yrs / 03.12.1981
Nationality	Indian	Indian	Indian
No. of shares held including shareholding as beneficial owner	314671 shares	Nil	Nil
Qualification	B.Com	B.Com	BBM

Name of Director	Arunkumar Jhajharia	Hari Desikan Ganesh	Gaurav Jain
Brief profile and nature of expertise in specific functional areas	He brings more than two decades of diverse experience spanning textiles, finance, and administration. Known for his versatility and leadership, he plays a pivotal role in overseeing and managing all key functions of the organization with exceptional capability.	He is a strategically minded marketing and advertising professional with over 23 years of experience in leading integrated communication strategies aligned with business objectives. With a strong background in general management, brand building, and account leadership, he is known for guiding high-performing teams and delivering impactful multimedia campaigns.	Brings over two decades of hands-on industry experience with deep expertise in quality control and operational management. Proven track record of aligning technical processes with strategic goals. Demonstrates strong leadership, decision-making, and a clear understanding of industry standards-qualities essential for contributing effectively to board-level responsibilities and guiding long-term business growth.
Date of first appointment on the Board	12/02/2018	25/06/2020	23/08/2025
Terms and conditions of appointment	Liable to retire by rotation.	As per the resolution at Item No. 6 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Hari Desikan Ganesh is proposed to be Re-appointed as an Independent Director for Second term of five (5) years w.e.f September 20, 2025. Non-Executive Independent Director not liable to retire by rotation.	As per the resolution at Item No. 7 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Gaurav Jain is proposed to be appointed as an Independent Director for first term of one year w.e.f September 19, 2025. Non-Executive Independent Director not liable to retire by rotation.
Remuneration last drawn (FY 2024-25) (per annum)	Information disclosed in the Corporate Governance Report	Information disclosed in the Corporate Governance Report	Not Applicable

Name of Director	Arunkumar Jhajharia	Hari Desikan Ganesh	Gaurav Jain
Details of remuneration sought to be paid	Directors' fees as may be determined by the Board of Directors from time to time.	He is entitled for payment of sitting fees for attending the meetings of the Board and its Committees	He is entitled for payment of sitting fees for attending the meetings of the Board and its Committees
Relationship with other Directors, Manager and None other Key Managerial Personnel of the Company	Son of Mr. Shyam Lal Agarwala (Chairman & Managing Director) and Brother of Mr. Manoj Kumar Jhajharia (Joint Managing Director)	Not related to any of the other Directors or Key Managerial Personnel of the Company	Not related to any of the other Directors or Key Managerial Personnel of the Company
Other Directorship	Shristi Cotspinn Private Limited – Whole-time Director	1.Terravault Networks Private Limited - Director 2.Flibbrx Private Limited - Director 3. Shramy Learning Technologies Private Limited - Additional Director 4. Flibbr Consulting Services Private Limited - Director	NIL
Chairmanship / Membership of the Committees of Board	Member of Audit Committee	1. Chairman of Audit Committee 2. Member of Nomination and Remuneration Committee 3. Member of Stakeholders Relationship Committee	NIL
Chairmanship / Membership of the Committees of other Companies in which position of Director is held	NIL	NIL	NIL
Resignations, if any, from listed entities (in India) in past three years	NIL	NIL	NIL
Details of Board / Committee Meetings attended during the year	Information disclosed in the Corporate Governance Report	Information disclosed in the Corporate Governance Report	Not Applicable

Name of Director	Arunkumar Jhajharia	Hari Desikan Ganesh	Gaurav Jain
Information as required pursuant to Circular National Stock Exchange of India Limited with Reference no. NSE/CML/2018/24 dated June 20, 2018. (Applicable in case of appointment)	Not Applicable	Not Applicable	Mr. Gaurav Jain, is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and is not debarred from holding the office of Director by virtue of any ("SEBI") order or any other such authority.

**By Order of the Board of Directors
For Salona Cotspin Limited**

Place : Coimbatore
Date : 23.08.2025

RAJKUMARI R
Company Secretary