

NOTICE

Notice is hereby given that the 41st Annual General Meeting of the members of Pratibha Syntex Limited will be held on Tuesday, 30th September, 2025 at 12 Noon at the Corporate Office of the Company situated at 701 (A&B) NRK Business Park, Scheme No.54, Vijay Nagar Square, Indore - 452010, M.P. to transact the following businesses:

Ordinary Business: -

1. Adoption of Audited Standalone and Consolidated Financial Statements

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.

2. Appointment of Mr. Shreyaskar Chaudhary (DIN 00059059) as Director, liable to retire by rotation

To appoint a Director in place of Mr. Shreyaskar Chaudhary (DIN 00059059) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

Special Business: -

3. Ratification of Cost Auditor's Remuneration FY 2025-26

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the company be and is hereby accorded to ratify the remuneration of Rs. 65,000/- (Rupees Sixty Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses, payable to M/s. K.G. Goyal & Co. Cost Management Accountants (Firm Registration No. 00017/07/2008), who are re-appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2026."

"RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.

4. To consider and approve the related party transactions for the financial year 2025-26:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions if any, of the Companies Act, 2013 (the Act) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and as per the recommendation and approval of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the company be accorded to the Board of Directors of the company to enter into contracts and/or agreements with related parties as defined under the Act with respect to Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the company, or its subsidiary or associate company or any other transactions of whatever nature with related parties for the financial year 2025-26 to the maximum amounts per annum as provided in the table provided in and forming part of the Explanatory statement."

"RESOLVED FURTHER THAT the Board of Directors of the company, be and is hereby authorised to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution".

5. Re-appointment of Mr. Shreyaskar Chaudhary (DIN: 00059059) as Chairman and Managing Director of the Company:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Mr. Shreyaskar Chaudhary (DIN: 00059059) as Chairman and Managing Director of the Company for a period of five years, with effect from 01st April, 2025, liable to retire by rotation, with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by Nomination and Remuneration Committee (“Committee”) and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said appointment /remuneration in such manner as deemed necessary.”

“RESOLVED FURTHER THAT the remuneration payable to Mr. Shreyaskar Chaudhary, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Shreyaskar Chaudhary, Chairman and Managing Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Chairman and Managing Director.”

“RESOLVED FURTHER THAT Mr. Shreyaskar Chaudhary, Chairman and Managing Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

6. Confirmation of appointment of Mr. Dipesh Khandelwal (DIN: 00207139) as an Independent Director of the Company:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Rules framed thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Dipesh Khandelwal (DIN: 00207139), who was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors with effect from 01st February, 2025 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment, as an Independent Director, not liable to retire by rotation, to hold office for a term of 2 consecutive years commencing from 01st February, 2025.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution.”

7. Confirmation of appointment of Mr. Sunil Chordia (DIN: 00144786) as an Independent Director of the Company:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Rules framed thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Sunil Chordia (DIN: 00144786), who was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors with effect from 01st September, 2025 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment, as an Independent Director, not liable to retire by rotation, to hold office for a term of 2 consecutive years commencing from 01st September, 2025.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution.”

8. To consider and approve appointment of Mr. Mohanbhai Dajibhai Patel (DIN: 11111904) as Executive and Whole-time Director of the Company:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions, if any of the Company Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Mohanbhai Dajibhai Patel (DIN: 11111904), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 20th May, 2025 and who will hold office upto the date of this Annual General Meeting, as a Director of the Company, liable to retire by rotation.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the appointment of Mr. Mohanbhai Dajibhai Patel (DIN: 11111904) as Executive and Whole-time Director of the Company for a period of five years, with effect from 20th May, 2025, liable to retire by rotation, with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by Nomination and Remuneration Committee (“Committee”) and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said appointment /remuneration in such manner as deemed fit necessary.”

“RESOLVED FURTHER THAT the remuneration payable to Mr. Mohanbhai Dajibhai Patel, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Mohanbhai Dajibhai Patel, Executive and Whole-time Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Whole-time Director.”

“RESOLVED FURTHER THAT Mr. Mohanbhai Dajibhai Patel, Executive and Whole-time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

9. To consider and approve appointment of Mr. Virender Goyal (DIN: 08702573) as Executive and Joint Managing Director of the Company:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any of the Company Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Virender Goyal (DIN: 08702573), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 23rd August, 2025 and who will hold office upto the date of this Annual General Meeting, as a Director of the Company, liable to retire by rotation.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for

the appointment of Mr. Virender Goyal (DIN: 08702573) as Executive and Joint Managing Director of the Company for a period of five years, with effect from 23rd August, 2025, liable to retire by rotation, with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by Nomination and Remuneration Committee ("Committee") and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said appointment /remuneration in such manner as deemed fit necessary."

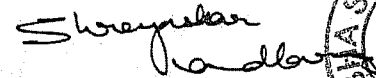
"RESOLVED FURTHER THAT the remuneration payable to Mr. Virender Goyal, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time."

"RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Virender Goyal, Executive and Joint Managing Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Joint Managing Director."

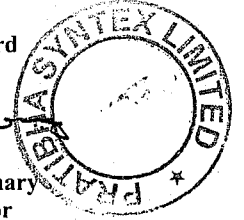
"RESOLVED FURTHER THAT Mr. Virender Goyal, Executive and Joint Managing Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution."

By Order of the Board



Shreyaskar Chaudhary
Managing Director
DIN: 00059059



Registered Office:
301, Acme Plaza,
Andheri Kurla Road,
Opp. Sangam Cinema,
Andheri (East), Mumbai- 400059
Date: 21.08.2024

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY, THE INSTRUMENT APPOINTING PROXY, SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
4. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
5. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company between 10 A.M. and 12 Noon on all working days prior to the date of the Annual General Meeting and will also be available for inspection at the Annual General Meeting.
6. In terms of the provisions of Section 152 of the Act, Mr. Shreyaskar Chaudhary, holding DIN: 00059059, retires by rotation at the meeting. Human Resources, Nomination and Remuneration Committee and the Board of the Company commend his re-appointment.
7. Details of Directors retiring by rotation/seeking appointment/reappointment at the ensuing Meeting are provided in the "**Annexure**" to the Notice.
8. In case of Joint Holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3:

The Board on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the Cost Records of the Company for the financial year 2025-26 at a remuneration of Rs. 65,000/- plus out of pocket expenses.

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

Accordingly, ratification by the members is sought for the remuneration payable to the cost Auditors for the financial year ending March 31, 2026 by passing an Ordinary Resolution as set out at Item No. '3' of the Notice.

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

The Board Commends the Ordinary Resolution set out at Item No. 3 of the Notice for ratification by the Members.

Item No. 4:

In light of provisions of Section 188(1) of the Companies Act, 2013 and rules made thereunder, the Audit committee and Board of Directors of the Company have approved the transactions along with the annual limits that your company may enter with its related parties for the financial year 2025-26.

All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are provided in the table appended below for the perusal of the members.

S. No.	(a) Name of the Director/KMP who is related and nature of their relationship	(b) Nature and duration of Transaction as per Section 188 of the Companies Act, 2013	Amount (INR in Lakhs)
1.	Mrs. Perna Chaudhary, spouse of Mr. Shreyaskar Chaudhary, Managing Director and daughter-in- law of Mr. S.K. Chaudhary, Chairman of the Company	Appointment to any office or place of profit in the Company, Ongoing	65.00
2.	Mr. Pawan Kumar Verma, VP (Finance) and CFO of the Company, Key Managerial Personnel	Appointment to any office or place of profit in the Company, Ongoing	60.00
3.	Vasudha Swaraj Private Limited, an entity controlled by Mr. S.K. Chaudhary, Chairman and Mr. Shreyaskar Chaudhary, Managing Director	Sale, purchase, or supply of any goods or material, Ongoing	20000.00
4.	Vasudha Swaraj Private Limited, an entity controlled by Mr. S.K. Chaudhary, Chairman and Mr. Shreyaskar Chaudhary, Managing Director	Leasing of Property, Ongoing	0.90
5.	Pratibha Swaraj Private Limited, an entity controlled by Mr. S.K. Chaudhary, Chairman and Mr. Shreyaskar Chaudhary, Managing Director	Leasing of Property, Ongoing	2.22
6.	Pratibha Swaraj Private Limited, an entity controlled by Mr. S.K. Chaudhary, Chairman and Mr. Shreyaskar Chaudhary, Managing Director	Sale, purchase, or supply of any goods or material, Ongoing	40000.00

(c) Any advance paid or received for the contract or arrangement, if any: Nil

(d) Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract: All proposed transactions would be carried out as part of the business requirements of the Company.

(e) Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: All factors have been considered.

(f) Any other information relevant or important for the Board to take a decision on the proposed transaction: NA

Members are hereby informed that pursuant to second proviso of section 188(1) of the Companies Act, 2013, no member of the company shall vote on such ordinary resolution to approve any contract or arrangement, if such member is a related party. A copy of the draft agreement with said related parties setting out the terms and conditions is/are available for inspection without any fee to members at the Company's registered office during the normal business hours on working days up to the date of the AGM and will be placed on the website of the company.

Except Mr. Shreyaskar Chaudhary, Mrs. Sushama Chaudhary and Mrs. Purna Chaudhary, none of the Directors, Key Managerial Persons or members of the Company and their relatives is/are concerned or interested in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had, at their meeting held on 26th March, 2025, approved the re-appointment of **Mr. Shreyaskar Chaudhary (DIN: 00059059)** in the capacity of Managing Director with effect from 01st April, 2025 for the period of 5 years. In accordance with the provisions of Section 196, 197 and 203 of the Act, re-appointment of Managing Director requires approval of the members of the Company.

Mr. Shreyaskar Chaudhary is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and has given all the necessary declarations and confirmation including his consent to be appointed on the Board of the Company.

Statement required under Part II of Section II of Schedule V to the Companies Act 2013 was provided under Explanatory Statement to the Notice of the 41st Annual General Meeting.

Remuneration, benefits and perquisites:

- i. **Period of Appointment:** for a period of 5 (Five) years with effect from 1st April, 2025
- ii. **Remuneration:** Annual remuneration of Rs. 80.08 Lacs (Rupees Eighty Lacs and Eight Thousand) (inclusive of HRA, LTA, Medical & other Allowances as per policy of the Company);
- iii. **Perquisites:** Other perquisites in accordance with rules and policy of the Company.

The said perquisites and allowances shall be evaluated, wherever applicable, as per provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

The Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or put together are not taxable under the Income Tax law, gratuity payable and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of overall ceiling of remuneration.

Any increment in salary and perquisites and remuneration by way of incentive/bonus/performance linked incentive payable to them as may be determined by the Board and/or the HRNR Committee of the Board from time to time, shall not be included for the purpose of computation of the aforesaid ceiling of remuneration provided that such payment shall be within the overall ceiling of remuneration.

The employees stock options granted/to be granted to them from time to time, shall not be considered as perquisites & are not to be included in computation of overall ceiling of remuneration.

Reimbursement of Expenses:

Expenses incurred for traveling, Board and lodging during business trips, any medical assistance provided, and provision of cars use on the Company's business and telephone expenses at residence shall be reimbursed at actual and not considered as perquisites.

a) Minimum Remuneration:

During the currency of tenure of the Director, if the Company has no profits or its profits are inadequate in any financial year, the Company shall, in accordance with provisions of Schedule V to the Companies Act, 2013, pay to them remuneration by way of Salary and Perquisites from time to time or such other higher limit as may be prescribed by the Government as Minimum Remuneration and the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Human Resources, Nomination and

Remuneration Committee of the Board is authorized to decide from time to time the quantum of such remuneration within the aforesaid limits.

In the event of any statutory amendment, modification or relaxation by the Central Govt. to Schedule V to the Companies Act, 2013, the Board of Directors shall be authorized to vary the remuneration including salary, perquisites, allowances etc., within such prescribed limits or ceiling as mentioned above and as may be agreed between Company and Mr. Shreyaskar Chaudhary, without any further reference to the Members of the Company in General Meeting. Mr. Shreyaskar Chaudhary shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof.

In terms of requirements under Schedule V to the Companies Act 2013, the Company requires to seek members' approval by a special resolution for minimum remuneration payable to the respective appointees in the scale laid down in Section II of Part II of Schedule V to the Act.

In terms of the Schedule V of the Companies Act, 2013 the following information is given to the shareholders:

Statement pursuant to the provisions of Part II section II (B)(iv) of Schedule V of Companies Act, 2013:-

I. General Information:

1. Nature of Industry - Manufacturing of Yarn, Knitted Fabric (Grey and Dyed) and Knitted Garments

2. Date of commencement of commercial production - 1997

3. Financial performance based on given indicators

(Rs. in Lacs)

	31.03.2025	31.03.2024
Revenue from operations	75,491.10	67,620.05
Other income	2,143.98	1,047.50
GROSS REVENUE	77,635.08	68,667.55
Profit / (Loss) before Tax and Exceptional Items	626.45	1,118.04
Less : Exceptional items	-	-
Profit / (Loss) before Taxation	626.45	1,118.04
Tax Expense	239.01	1,000.56
Profit / (Loss) after Taxation	387.44	117.49

4. Foreign investments or collaborators, if any - NA

II. Information about the appointee:

1. Background details – Mr. Shreyaskar Chaudhary is an experienced Managing Director with a demonstrated history of working in the apparel and fashion industry. He is highly skilled in People Management, Start-ups, Product Development, Business Operations, and Business Development and is extremely passionate about building processes that minimize environmental impact and maximize social impact. A Textile Technology graduate from UMIST, Manchester (UK), Mr. Shreyaskar Chaudhary has been instrumental in curating and implementing pioneering sustainability concepts such as WE, LOOP, ALLURE, Fairtrade Apparel Production, Cradle to Cradle, Regenerative Organic Certification (ROC), ZDHC and Bluesign, many of which were among the earliest to be adopted in India and globally. He is also a founding member of leading global sustainability platforms, including Textile Exchange, Sustainable Apparel Coalition (SAC), Organic Cotton Accelerator (OCA), and the Organic & Fair Cotton Secretariat (OFCs).

2. Past remuneration – The remuneration drawn by Mr. Shreyaskar Chaudhary upto 31st December, 2024 was Rs. 171.34 Lacs per annum and remuneration with effect from 01st January, 2025 is Rs. 80.08 Lacs per annum.

3. Recognition or awards - The appointee takes interest in social and cultural activities. Few of the awards bagged by him over the period of his career are:

- Ryan Climate+ Award issued by Textile Exchange · Nov 2022
- 2019 CO Leaders award issued by The CO Leadership Awards · Mar 2019
- Large Enterprise of the Year by FMPCCI issued by FMPCCI · Feb 2019

4. Job Profile and Suitability - Mr. Shreyaskar Chaudhary is the Chairman and Managing Director of the Company. Under his leadership, the Company has become a trusted partner for leading fashion brands, delivering high-quality yarns, fabrics, and garments while embedding responsibility across its value chain. He provides necessary guidance in transforming the textile industry through innovation, ethical practices, and a strong focus on environmental stewardship. He devotes his whole time and attention to the business and management of affairs of the Company and carries out such duties as entrusted to him by the Board and exercises such powers as assigned to him from time to time by the Board subject to superintendence control and direction of the Board in connection with and in the best interest of the Company including the business of its associates and/or its subsidiaries. He is one of the Promoters of the Company.

5. Remuneration Proposed - It is proposed to pay Annual Remuneration to Mr. Shreyaskar Chaudhary of Rs. 80.08 Lacs.

6. Comparative Remuneration Profile with respect to Industry, Size of Company, Profile of the position and person - Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similar positioned Businesses.

7. Pecuniary relationship directly or indirectly with the company or relationship with the Managerial Personnel, if any - Except salary and perquisites to be received from the Company by the appointee including his relatives and to receive dividend declared by the Company, if any, including amounts disclosed in the Annual Report under the related party transactions, Mr. Shreyaskar Chaudhary does not have any pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel of the Company.

III. Other Information

1. Reasons of loss or inadequate profits - The Company has registered a Gross Profit of Rs. 6.26 Crores which is inadequate for the payment of remuneration to the Directors. Hence the provisions of Section 197(3) and Schedule V are attracted. The Company has a major presence in export market. During the Financial Year 2024-25, due to various external reasons such as Bangladesh crisis and tariff threats by U.S., good amount of sales could not be booked, thus resulting in inadequate profits.

2. Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms - The Company is making all-round efforts in building capacities, onboarding new customers from US and Europe, recruiting workforce to meet the increased volumes and approaching new markets with upgraded products. This approach will certainly pave the way for better future ahead. Your Company is geared for the future and also implementing its management skills and strategies for the better organic and inorganic growth of the company in a pattern which would result in minimizing the cost & expenses and yet producing exemplary quality & reliable products.

Except Mr. Shreyaskar Chaudhary, none of the other Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee had approved the appointment of Mr. Dipesh Khandelwal (DIN: 00207139), as an Additional Non-Executive Independent Director of the Company with effect from 01st February, 2025 under Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Articles of Association of the Company. In accordance with the provisions of Section 149 and 161 read with Schedule IV of the Act, appointment of Additional Independent Director requires approval of the members of the Company.

The Company has also received from Mr. Dipesh Khandelwal (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(1) and 164(2) of the Act, (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder.

Further, Mr. Dipesh Khandelwal has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Dipesh Khandelwal has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of

Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The nomination and remuneration committee has considered his diverse skills, analysing business problems, adapting to changing business conditions, Talent Management, Devising plans for New Business, Proposing solutions in Business problems, Mentoring Abilities, Critical thinking, Strategic planning, Analytical Decision making, Leading change, Leading people and vast global business experience, among others, as being some of the skills identified by the Board for an Independent Director. In view of the above, the nomination and remuneration committee and the Board are of the view that Mr. Dipesh Khandelwal possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to appoint him as an independent director. In the opinion of the Board, Mr. Dipesh Khandelwal is independent of the management. Mr. Dipesh Khandelwal has no shareholding in the Company.

The terms and conditions of appointment of Mr. Dipesh Khandelwal as an Independent Director is available at <https://pratibhasyntex.com/>.

Except Mr. Dipesh Khandelwal and his relatives, none of the other Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No. 7:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee had approved the appointment of Mr. Sunil Chordia (DIN: 00144786), as an Additional Non-Executive Independent Director of the Company with effect from 01st September, 2025 under Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Articles of Association of the Company. In accordance with the provisions of Section 149 and 161 read with Schedule IV of the Act, appointment of Additional Independent Director requires approval of the members of the Company.

The Company has also received from Mr. Sunil Chordia (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(1) and 164(2) of the Act, (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder.

Further, Mr. Sunil Chordia has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Sunil Chordia has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The nomination and remuneration committee has considered his diverse skills, analysing business problems, adapting to changing business conditions, Talent Management, Devising plans for New Business, Proposing solutions in Business problems, Mentoring Abilities, Critical thinking, Strategic planning, Analytical Decision making, Leading change, Leading people and vast global business experience, among others, as being some of the skills identified by the Board for an Independent Director. In view of the above, the nomination and remuneration committee and the Board are of the view that Mr. Sunil Chordia possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to appoint him as an independent director. In the opinion of the Board, Mr. Sunil Chordia is independent of the management. Mr. Sunil Chordia has no shareholding in the Company.

The terms and conditions of appointment of Mr. Sunil Chordia as an Independent Director is available at <https://pratibhasyntex.com/>.

Except Mr. Sunil Chordia and his relatives, none of the other Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

Item No. 8:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had, at their meeting held on 19th February, 2025, proposed and approved the appointment of **Mr. Mohanbhai Dajibhai Patel (DIN: 11111904)** as an Additional Director

of the Company with effect from the date of allotment of his DIN and subject to receiving his consent in Form DIR-2 to act as Director in the Company. The Company received the consent from Mr. Mohanbhai Dajibhai Patel on 20th May, 2025 and therefore, he was appointed as Director of the Company with effect from 20th May, 2025 till the date of this Annual General Meeting and in the capacity of an Executive and Whole-time Director with effect from 20th May, 2025 for the period of 5 years. In accordance with the provisions of Section 161, 196, 197 and 203 of the Act, appointment of Additional Executive and Whole-time Director requires approval of the members of the Company.

Mr. Mohanbhai Dajibhai Patel is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and has given all the necessary declarations and confirmation including his consent to be appointed on the Board of the Company.

Statement required under Part II of Section II of Schedule V to the Companies Act 2013 was provided under Explanatory Statement to the Notice of the 41st Annual General Meeting.

Remuneration, benefits and perquisites:

- i. **Remuneration:** Annual remuneration of Rs. 48.00 Lacs (Rupees Forty Eight Lacs Only) (inclusive of HRA, LTA, Medical & other Allowances as per policy of the Company);
- ii. **Perquisites:** Other perquisites in accordance with rules and policy of the Company.

The said perquisites and allowances shall be evaluated, wherever applicable, as per provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

The Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or put together are not taxable under the Income Tax law, gratuity payable and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of overall ceiling of remuneration.

Any increment in salary and perquisites and remuneration by way of incentive/bonus/performance linked incentive payable to them as may be determined by the Board and/or the HRNR Committee of the Board from time to time, shall not be included for the purpose of computation of the aforesaid ceiling of remuneration provided that such payment shall be within the overall ceiling of remuneration.

The employees stock options granted/to be granted to them from time to time, shall not be considered as perquisites & are not to be included in computation of overall ceiling of remuneration.

a) Reimbursement of Expenses:

Expenses incurred for traveling, Board and lodging during business trips, any medical assistance provided, and provision of cars use on the Company's business and telephone expenses at residence shall be reimbursed at actual and not considered as perquisites.

b) Minimum Remuneration:

During the currency of tenure of the Director, if the Company has no profits or its profits are inadequate in any financial year, the Company shall, in accordance with provisions of Schedule V to the Companies Act, 2013, pay to him remuneration by way of Salary and Perquisites from time to time or such other higher limit as may be prescribed by the Government as Minimum Remuneration and the Board of Directors (hereinafter referred to as "**the Board**") which term shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board is authorized to decide from time to time the quantum of such remuneration within the aforesaid limits.

In the event of any statutory amendment, modification or relaxation by the Central Govt. to Schedule V to the Companies Act, 2013, the Board of Directors shall be authorized to vary the remuneration including salary, perquisites, allowances etc., within such prescribed limits or ceiling as mentioned above and as may be agreed between Company and Mr. Mohanbhai Dajibhai Patel, without any further reference to the Members of the Company in General Meeting. Mr. Mohanbhai Dajibhai Patel shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof.

In terms of requirements under Schedule V to the Companies Act 2013, the Company requires to seek members' approval by a special resolution for minimum remuneration payable to the respective appointees in the scale laid down in Section II of Part II of Schedule V to the Act.

In terms of the Schedule V of the Companies Act, 2013 the following information is given to the shareholders:

Statement pursuant to the provisions of Part II section II (B)(iv) of Schedule V of Companies Act, 2013:-

I. General Information:

1. Nature of Industry - Manufacturing of Yarn, Knitted Fabric (Grey and Dyed) and Knitted Garments

2. Date of commencement of commercial production - 1997

3. Financial performance based on given indicators

(Rs. in Lacs)

	31.03.2025	31.03.2024
Revenue from operations	75,491.10	67,620.05
Other income	2,143.98	1,047.50
GROSS REVENUE	77,635.08	68,667.55
Profit / (Loss) before Tax and Exceptional Items	626.45	1,118.04
Less : Exceptional items	-	-
Profit / (Loss) before Taxation	626.45	1,118.04
Tax Expense	239.01	1,000.56
Profit / (Loss) after Taxation	387.44	117.49

4. Foreign investments or collaborators, if any - NA

II. Information about the appointee:

1. Background details – A seasoned professional with over 47 years of experience as a Technical Assistant and Director in Knitting, Dyeing, Fabric Printing (Rotary, Digital, Panel), transformation of printing in Polyester and manufacturing of garments. Over the years, has successfully implemented tailored strategies that align with business objectives and regulatory requirements. His track record includes driving significant growth through effective strategic initiatives.

2. Past remuneration – NA

3. Recognition or awards - The appointee takes interest in social and cultural activities.

4. Job Profile and Suitability - Mr. Mohanbhai Dajibhai Patel is Whole-time Director of the Company. He is expected to oversee and assist in the day-to-day Spinning and Knitting operations of the Company in order to exemplify the precision engineering, process excellence, and sustainable innovation in the spinning division and the operation of high-efficiency circular and flat knitting machines in the various factories of the Company. He devotes his whole time and attention to the Company's business and provides necessary assistance to the labour and workers of the Company.

5. Remuneration Proposed - It is proposed to pay Annual Remuneration to Mr. Mohanbhai Dajibhai Patel of Rs. 48,00,000/-.

6. Comparative Remuneration Profile with respect to Industry, Size of Company, Profile of the position and person - Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similar positioned Businesses.

7. Pecuniary relationship directly or indirectly with the company or relationship with the Managerial Personnel, if any - Except salary and perquisites to be received from the Company by the appointee including his relatives under the related party transactions, Mr. Mohanbhai Dajibhai Patel does not have any pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel of the Company.

III. Other Information

1. Reasons of loss or inadequate profits – The Company has registered a Gross Profit of Rs. 6.26 Crores which is inadequate for the payment of remuneration to the Directors. Hence the provisions of Section 197(3) and Schedule V are attracted. The Company has a

major presence in export market. During the Financial Year 2024-25, due to various external reasons such as Bangladesh crisis and tariff threats by U.S., good amount of sales could not be booked, thus resulting in inadequate profits.

2. Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms -
The company is making all-round efforts in building capacities, onboarding new customers from US and Europe, recruiting workforce to meet the increased volumes and approaching new markets with upgraded products. This approach will certainly pave the way for better future ahead. Your Company is geared for the future and also implementing its management skills and strategies for the better organic and inorganic growth of the company in a pattern which would result in minimizing the cost & expenses and yet producing exemplary quality & reliable products.

Except Mr. Mohanbhai Dajibhai Patel, none of the other Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

Item No. 9:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had, at their meeting held on 23rd August, 2025, approved the appointment of **Mr. Virender Goyal (DIN: 08702573)** as an Additional Director of the Company with effect from 23rd August, 2025 till the date of this Annual General Meeting and in the capacity of an Executive and Joint Managing Director with effect from 23rd August, 2025 for the period of 5 years.

Mr. Virender Goyal is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and has given all the necessary declarations and confirmation including his consent to be appointed on the Board of the Company.

Statement required under Part II of Section II of Schedule V to the Companies Act 2013 was provided under Explanatory Statement to the Notice of the 41st Annual General Meeting.

Remuneration, benefits and perquisites:

- i. **Remuneration:** Annual remuneration of Rs. 54.00 Lacs (Rupees Fifty-Four Lacs Only) (inclusive of HRA, LTA, Medical & other Allowances as per policy of the Company);
- ii. **Perquisites:** Other perquisites in accordance with rules and policy of the Company.

The said perquisites and allowances shall be evaluated, wherever applicable, as per provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

The Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or put together are not taxable under the Income Tax law, gratuity payable and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of overall ceiling of remuneration.

Any increment in salary and perquisites and remuneration by way of incentive/bonus/performance linked incentive payable to them as may be determined by the Board and/or the HRNR Committee of the Board from time to time, shall not be included for the purpose of computation of the aforesaid ceiling of remuneration provided that such payment shall be within the overall ceiling of remuneration.

The employees stock options granted/to be granted to them from time to time, shall not be considered as perquisites & are not to be included in computation of overall ceiling of remuneration.

c) Reimbursement of Expenses:

Expenses incurred for traveling, Board and lodging during business trips, any medical assistance provided, and provision of cars use on the Company's business and telephone expenses at residence shall be reimbursed at actual and not considered as perquisites.

d) Minimum Remuneration:

During the currency of tenure of the Director, if the Company has no profits or its profits are inadequate in any financial year, the Company shall, in accordance with provisions of Schedule V to the Companies Act, 2013, pay to him remuneration by way of Salary and

Perquisites from time to time or such other higher limit as may be prescribed by the Government as Minimum Remuneration and the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board is authorized to decide from time to time the quantum of such remuneration within the aforesaid limits.

In the event of any statutory amendment, modification or relaxation by the Central Govt. to Schedule V to the Companies Act, 2013, the Board of Directors shall be authorized to vary the remuneration including salary, perquisites, allowances etc., within such prescribed limits or ceiling as mentioned above and as may be agreed between Company and Mr. Virender Goyal, without any further reference to the Members of the Company in General Meeting. Mr. Virender Goyal shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof.

In terms of requirements under Schedule V to the Companies Act 2013, the Company requires to seek members’ approval by a special resolution for minimum remuneration payable to the respective appointees in the scale laid down in Section II of Part II of Schedule V to the Act.

In terms of the Schedule V of the Companies Act, 2013 the following information is given to the shareholders:

Statement pursuant to the provisions of Part II section II (B)(iv) of Schedule V of Companies Act, 2013:-

I. General Information:

1. Nature of Industry - Manufacturing of Yarn, Knitted Fabric (Grey and Dyed) and Knitted Garments

2. Date of commencement of commercial production - 1997

3. Financial performance based on given indicators

(Rs. in Lacs)

	31.03.2025	31.03.2024
Revenue from operations	75,491.10	67,620.05
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Less : Exceptional items	-	-
Profit / (Loss) before Taxation	626.45	1,118.04
Tax Expense	239.01	1,000.56
Profit / (Loss) after Taxation	387.44	117.49

4. Foreign investments or collaborators, if any - NA

II. Information about the appointee:

1. Background details – A seasoned professional with over 35 years of experience in Project Management (Spinning, Knitting, Processing and Garment Manufacturing), Feasibility and Capital Budgeting, Project Planning and Implementation, Productivity and Optimization of Resources. Over the years, has successfully implemented tailored strategies that align with business objectives and regulatory requirements. His track record includes driving significant growth through meticulous market analysis and effective strategic initiatives. He thrive in dynamic environments, bringing a results-driven approach combined with a deep understanding of Business Transformation Through Process Reengineering, Project management with Human Development and Strategic Consulting, including Business Plan & Sales Strategy Development.

2. Past remuneration – NA

3. Recognition or awards - The appointee takes interest in the social and cultural activities..

4. Job Profile and Suitability - Mr. Virender Goyal is Joint Managing Director of the Company. He is appointed with the aim of providing continuous support and coordinating with Mr. Shreyaskar Chaudhary (DIN: 00059059), Chairman and Managing Director (MD) of the Company and to work closely with the Board and Senior Management of the Company on the long-term strategy and direction of the business. He is expected to oversee and assist in the day-to-day operations and strategic planning of the company. Devotes

his whole time and attention to the business of the Company and Project management with Human Development and Strategic Consulting, including Business Plan & Sales Strategy Development.

5. Remuneration Proposed - It is proposed to pay Annual Remuneration to Mr. Virender Goyal of Rs. 54,00,000/-.

6. Comparative Remuneration Profile with respect to Industry, Size of Company, Profile of the position and person - Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similar positioned Businesses.

7. Pecuniary relationship directly or indirectly with the company or relationship with the Managerial Personnel, if any - Except salary and perquisites to be received from the Company by the appointee including his relatives and to receive dividend declared by the Company, if any, including amounts disclosed in the Annual Report under the related party transactions, Mr. Virender Goyal does not have any pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel of the Company.

III. Other Information

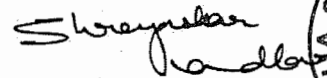
1. Reasons of loss or inadequate profits – During the Financial Year 2024-25, the Company has registered a Gross profit of Rs. 6.26 Crores, which is inadequate for the payment of remuneration to the Directors. Hence, the provisions of Section 197(3) and Schedule V are attracted. Certain government policies and control measures, also regulatory and compliance issues are getting more demanding which resulted in to the weak financial performance of the Company.

2. Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms - The Company, its directors & its management are committed to widen its reach with both international and Indian Companies. Your Company is geared for the future and also implementing its management skills and strategies for the better organic and inorganic growth of the company in a pattern which would result in minimizing the cost & expenses and yet producing exemplary quality & reliable products.

Except Mr. Virender Goyal, none of the other Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the members.

By Order of the Board



Shreyaskar Chaudhary
Managing Director
DIN: 00059059



Registered Office:
301, Acme Plaza,
Andheri Kurla Road,
Opp. Sangam Cinema,
Andheri (East), Mumbai- 400059
Date: 21.08.2024