

TEXEL INDUSTRIES LIMITED**CIN:** L29100GJ1989PLC012576**Regd. Office:** Unit No. P-2, Prime Industrial and Logistics Hub, Harijala,
Kheda, Matar, Gujarat, India, 387570**Phone:** 8980026110/ 8980026220, **E-Mail:** finance@geotexelin.com,**Website:** www.geotexelin.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **THIRTY- SIXTH (36th) Annual General Meeting ("AGM")** of the Members of **TEXEL INDUSTRIES LIMITED** will be held on **Monday, 29th September, 2025 at 12:30 p.m. IST** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:**1. To receive, consider and adopt:**

- (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended on 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2025 and the Report of the Auditors thereon.

2. To appoint a Director in place of Mr. Shailesh Ramniklal Mehta (DIN: 01457666), who retires by rotation and being eligible, offers himself for re-appointment.**SPECIAL BUSINESS:****3. Re-appointment of Mr. Shailesh Ramniklal Mehta (DIN: 01457666, as Chairman & Managing Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other approvals as are necessary read with Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Shailesh Ramniklal Mehta (DIN: 01457666) as Chairman & Managing Director of the Company for a period of three years with effect from 15th February, 2026, on the terms and conditions including remuneration (including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the aforesaid period) as set out in the explanatory statement, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company, the remuneration mentioned in the Explanatory Statement shall be paid to Mr. Shailesh Ramniklal Mehta, as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 and as may be amended from time to time.

RESOLVED FURTHER THAT Nomination and Remuneration Committee of the Board be and is hereby authorized to revise from time to time during the tenure of the appointment of Mr. Shailesh Ramniklal Mehta, the remuneration payable to him by way of an Annual Increment upto 25% of last salary drawn, subject to the overall limits laid down in Section 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) subject to the approval of the Board of Directors without further approval of the members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any duly constituted Committee thereof) or any Directors or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

4. Appointment of Secretarial Auditors of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 204 and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) as recommended by the Board of Directors of the Company, M/s. SPANJ & Associates, Company Secretaries, (Firm Registration No. P2014GJ034800), be and are hereby appointed as Secretarial Auditors of the Company, for a term of 5 (five) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30, on such remuneration as may be decided by the Board of Directors."

RESOLVED FURTHER THAT the Board of Directors of the Company (including any duly constituted Committee thereof) or any Directors or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Registered Office:

Unit No. P-2, Prime Industrial and Logistics Hub,
Harijala, Kheda, Matar, Gujarat-387570

Place : Ahmedabad

Date : 14th August, 2025

By Order of the Board of Directors

Shubham Kiran Shah

Company Secretary & Compliance Officer

Membership No.: ACS 72784

NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto.
2. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 09/2024, dated September 19, 2024 read together with circulars dated April 8, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as "**MCA Circulars**"), permitted the holding of the Annual General Meeting ('AGM') through VC or OAVM without the physical presence of the members at the meeting. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ('**the Act**') read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the 36th AGM of the Company is being held through VC or OAVM on **Monday, 29th September, 2025 at 12:30 p.m.** The deemed venue for the 36th AGM shall be the Registered Office of the Company. Therefore, members can attend and participate in the 36th AGM through VC or OAVM mode only.
3. SINCE THE 36TH AGM OF THE COMPANY IS BEING HELD THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND SEBI LISTING REGULATIONS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE 36TH AGM ARE NOT ANNEXED TO THIS NOTICE.
4. Corporate members are requested to send to the Company on the email id: finance@geotexelin.com, the certified true copy of Board Resolution pursuant to the provisions of Section 113 of the Companies Act, 2013 authorizing their representatives to attend the AGM on their behalf through VC or OAVM and to vote through e-Voting in the AGM or through remote e-Voting.
5. Details as required, pursuant to the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India in respect of the Director seeking appointment/ re-appointment at the AGM are provided in Annexure-A to this Notice.
6. In case of joint holders attending the meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
7. Members holding shares in electronic form, are requested to intimate any change in their address or any other changes with regard to their Identity proof to their Depository Participants with whom they are maintaining their demat accounts.
8. The Company through their RTA has sent individual letters to the Members holding shares of the Company in physical form whose KYC and Nomination details are not registered with the Company/ RTA for furnishing their PAN, KYC and Nomination details. Members holding shares of the Company in physical form are requested to furnish PAN, KYC and Nomination details to RTA of the Company at the following address:

MUFG Intime India Private Limited
5th Floor, 506 to 508, Amarnath Business Centre – 1 (ABC-1),
Beside Gala Business Centre, Nr. St. Xavier's College Corner,
Off C G Road, Ellisbridge, Ahmedabad - 380006.
Phone – 079 2646 5179/86/87, Email - ahmedabad@in.mpms.mufg.com.
9. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members in electronic mode up to the date of the 36th Annual General Meeting. Members can inspect the same by sending an email to the Company through their registered email id at finance@geotexelin.com.

10. Members desirous of getting any information on the Accounts at the Annual General Meeting, are requested to send an email to finance@geotexelin.com, at least 7 days before the Annual General Meeting so as to enable the Management to keep the information ready on the date of AGM.
11. In compliance with the MCA Circulars and Regulation 36(1)(a) of the SEBI Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Registrar and Share Transfer Agent/ Depository Participants/ Depositories. Further, in compliance with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2024-25 is available, is being sent to those members whose e-mail address is not registered with the Company / Registrar and Share Transfer Agent / Depository Participants / Depositories. Members may note that this Notice and the Annual Report for the F.Y. 2024-25 will be available on the Company's website viz. www.geotexelin.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) at www.evotingindia.com.
12. To support the 'Green Initiative' of the Ministry of Corporate Affairs, the Members who have not registered their e-mail addresses are requested to register the same with MUFG Intime India Private Limited (RTA)/Depository Participant(s) as under:
For Physical shareholders:-
Please submit Form ISR-1 (available on the website of RTA) duly filled and signed with requisite supporting documents to the RTA.
For Demat shareholders:-
Please contact your Depository Participant (DP) and register your email ID, Mobile No. & PAN No. with your DP as per the process advised by your DP.
13. The Company has a designated Email ID: "invrelations@geotexelin.com" for redressal of Shareholders'/Investors complaints/grievances. In case you have any queries, complaints/grievances, then kindly write to the above mentioned email address.
14. If any of the members are holding shares in the same name or in the same order of names, under different folios, then members are requested to notify the same to the RTA of the Company for consolidation of their shareholding into a single folio.

Process and manner for voting through electronic means:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations read with circular of SEBI on e-voting Facility provided by Listed Entities, dated December 9, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 36th AGM. The facility of casting votes by a member using remote e-voting as well as e-voting system during the 36th AGM will be provided by CDSL. Instructions for remote e-voting are provided herein below at point no. (A.). Members whose email ids are not registered with the Company/RTA/Depositories, for obtaining Annual Report & the login credentials for e-voting for the resolutions are requested to refer the instructions provided at point no. (B.). Instructions for shareholders attending the 36th AGM through VC or OAVM are given at point no. (C.). Further, instructions for e-voting during the 36th AGM are provided at point no. (D.)
2. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting through VC or OAVM but shall not be entitled to cast their vote again.
3. The Members can join the 36th AGM in the VC or OAVM mode 15 minutes before the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the 36th AGM through VC or OAVM is limited upto 1000 members on first come first served basis. This will not include large Shareholders (i.e. 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 36th AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the 36th AGM through VC or OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. 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. Monday, 22nd September, 2025, shall be entitled to avail the facility of remote e-voting as well as e-voting system at the 36th AGM.
6. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and holding shares as on the **Cut-off date i.e. Monday, 22nd September, 2025**, shall be entitled to exercise his/her vote electronically. i.e. through remote e-voting or through e-voting system at the 36th AGM. Such members may obtain Sequence No. for e-voting by sending a request at finance@geotexelin.com and cast vote after following the instructions as provided in the Notice convening the meeting, which is available on the websites of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.

7. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
8. 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. Monday, 22nd September, 2025.**
9. **M/s. D. A. Rupawala & Associates, Chartered Accountants, Ahmedabad (Firm Regn. No. 108902W; Membership No. 37674),** has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting system on the date of 36th AGM in a fair and transparent manner.
10. The voting results declared along with the Scrutinizers Report shall be placed on the Company's website www.geotexelin.com and on the website of CDSL i.e. www.evotingindia.com not later than two working days of the conclusion of the 36th Annual General Meeting of the Company and shall also be communicated to the Bombay Stock Exchange (BSE) where the shares of the Company are listed.

(A.) The instructions for shareholders for remote e-voting and joining virtual meetings are as under:

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

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

- (i) The remote E-voting period will commence at 10:00 a.m. on Thursday, 25th September, 2025 and will end at 5:00 p.m. on Sunday, 28th September, 2025 (both days inclusive). During this period shareholders of the Company holding shares either in physical form or dematerialized form as on the Cut-off date i.e. Monday, 22nd September, 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 09.12.2020, 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.

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

- (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 facility.

THE INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on Login icon and select New System Myeasi tab and then use existing my easi username & password.

Type of shareholders	Login Method
	<p>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 information provided by the company. On clicking the e-voting option, the user will be able to see e-Voting page of E-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & Myeasi New (Token) Tab and then click on registration option</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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 also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.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 & voting during the meeting.</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 following 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 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 & 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 No., 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>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at above mentioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders 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 toll free at no.: 1800 21 09911
Individual Shareholders 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

(v) Login Method for e-voting and joining virtual meeting for shareholders holding shares in physical mode and non-individual shareholders in demat mode:

1. The shareholders should log on to the e-voting website www.evotingindia.com
2. Click on "Shareholders" module.
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. Shareholders 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 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 Physical Shareholders and other than Individual Shareholders holding shares in demat 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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN of Texel Industries Limited on which you choose to vote.
11. 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.
12. Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.

13. 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.
14. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
16. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Additional facility for Non – Individual shareholders and Custodians – for remote evoting only:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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 delinked in case of any wrong mapping.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email addresss viz rupawala_ca@yahoo.co.in and finance@geotexelin.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(B) The Process for those Shareholders whose email addresses are not registered with the Company/ Depositories, for obtaining AGM Notice along with Annual Report & login credentials for e-Voting:

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 at invrelations@geotexelin.com and Company's RTA at ahmedabad@in.mpms.mufg.com.

2. For Demat shareholders:-

Please update your email id & mobile no. with your respective Depository Participant (DP).

3. 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.

(C) Instructions for Shareholders attending the AGM through VC/OAVM & E-voting during meeting are as under:

1. The procedure for attending meeting & 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.
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 at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at finance@geotexelin.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 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the 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 shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk. evoting@cdslindia.com or contact toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 21 09911.

Registered Office:

Unit No. P-2, Prime Industrial and Logistics Hub,
Hariale, Kheda, Matar, Gujarat, India, 387570

Place : Ahmedabad

Date : 14th August, 2025

By Order of the Board of Directors

Shubham Kiran Shah

Company Secretary & Compliance Officer
Membership No.: 72784

ANNEXURE TO THE NOTICE

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

ITEM NO. 3

The Board of Directors of the Company, at its meeting held on May 29, 2025, on the recommendation of Nomination and Remuneration Committee, has re-appointed Mr. Shailesh Ramniklal Mehta (DIN: 01457666) as Chairman & Managing Director of the Company for a period of 3 (three) years with effect from February 15, 2026, on the terms and conditions including remuneration, subject to the approval of the shareholders of the company.

The principal terms and conditions of re-appointment of Mr. Shailesh Ramniklal Mehta, Chairman & Managing Director are as under:

1. Period of Re-appointment:

The period of re-appointment is for the period from 15th February, 2026 to 14th February, 2029.

2. Remuneration:

(Amount in Rs.)

Salary Components	Per annum
Basic Salary	48,96,725/-
House Rent Allowance	8,64,085/-
Total (a):	57,60,810/-
Perquisites	
Medical Insurance Premium	2,00,000/-
Accidental Insurance Premium	1,50,000/-
Utility (Electricity, Telephone, Property tax etc.)	3,00,000/-
Total (b):	6,50,000/-
Grand Total (a)+(b):	64,10,810/-

Gratuity: The Company shall pay gratuity as per the Company's rules.

He shall be liable to retire by rotation.

He will be entitled for Annual Increment upto 25% of last salary drawn as may be recommended by Nomination and Remuneration Committee and approved by the Board of Directors. The first annual increment shall fall due on 1st April, 2026.

In addition to above, he will be entitled for performance bonus up to 10% of the Net Profits of the preceding financial year, subject to the overall limits of the managerial remuneration as per Schedule V of the Companies Act, 2013.

Explanation:

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost. The Medical Insurance Premium and Accidental Insurance Premium will cover Insurance Policies of Chairman & Managing Director and his family members.

Note:

Family members mean the following:

Self, Spouse, Children (whether or not dependent and whether or not married)

Conveyance facilities:

The Company shall provide repairs, maintenance and running expenses for car owned by Chairman & Managing Director.

Income Tax:

Income tax will be deducted at source as per applicable laws / rules.

The other terms and conditions of the re-appointment of Mr. Shailesh Ramniklal Mehta, shall be governed as per the draft agreement to be executed by and between the Company and Mr. Shailesh Ramniklal Mehta, Chairman & Managing Director of the Company.

This statement containing following information is given as per Section II of Part II of Schedule V of the Companies Act, 2013:

I	General Information:		
(1)	Nature of industry	Plastic Manufacturing Industry	
(2)	Date or expected date of commencement of commercial production	The Company has been engaged in the business of manufacturing technical textile products since August, 1989.	
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
(4)	Financial performance based on given indicators on Standalone basis	2024-25 (RS IN LACS)	2023-24 (RS IN LACS)
	Revenue from Operations	11,570.83	9,489.35
	Other Income	546.61	33.39
	Profit before Tax	472.31	(841.11)
	Total Tax Expense	(16.20)	-
	Profit after Tax	488.51	(841.11)
	Other Comprehensive Income	1.27	0.22
	Total Comprehensive Income	489.78	(840.89)
(5)	Foreign investments or collaborations, if any.	For details of foreign investments made by the company, please refer to Note no. 3 of the Standalone Financial Statements forming part of the Annual Report for FY 2024-25.	
		The Company has not entered into any Foreign collaboration.	
II	Information about the appointee:		
(1)	Background details	Mr. Shailesh Ramniklal Mehta is one of the promoter and founder of the Company. He is in Board since 1989 and has wide experience in the management of the affairs of the Company. He also has rich experience and knowledge in the areas of manufacturing, finance and administration.	
(2)	Past remuneration	During F.Y. 2024-25, he was paid annual remuneration of Rs. 59,67,323/-.	
(3)	Recognitions and Awards	None	
(4)	Job Profile and his suitability	Mr. Shailesh Ramniklal Mehta, Chairman & Managing Director is responsible for the day to day management of the Company and he is assisted by Departmental and Functional Heads. He is working under the superintendence and control of the Board of Directors. He has vast experience of Plastic Industry and he has continuously contributed in the growth of the Company.	
(5)	Remuneration Proposed	As per details given above.	
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The proposed remuneration is commensurate with the skills and experience of the appointee Mr. Shailesh Ramniklal Mehta, Chairman & Managing Director of the Company. The remuneration proposed is in line with and prevailing in similar industry and having regard to the size of the Company.	
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Shailesh Ramniklal Mehta has no pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration and shareholding in the Company.	
(III)	Other information:		
(1)	Reasons of loss or inadequate profits	The company has not suffered losses during the F.Y. 2024-25.	
(2)	Steps taken or proposed to be taken for improvement	The Company's products are well accepted in the domestic and international markets. By broadening its product mix and focusing on profitability, the Company is working towards strengthening its financial position.	
(3)	Expected increase in productivity and profits in measurable terms.	The Company is focusing on cost optimization by improving production efficiencies, while also investing in the development of new products and the enhancement of its existing offerings, technologies, and processes. This will enable the Company to improve its turnover and profits in years to come. The Company has taken various steps under the guidance of Mr. Shailesh Ramniklal Mehta for improvement and development of the Company.	

IV. Disclosures

(1)	The remuneration package of Mr. Shailesh Ramniklal Mehta is as mentioned above in the Explanatory Statement. A copy of the draft agreement which will be executed with the Chairman & Managing Director shall be open for inspection by the Members in electronic mode up to the date of ensuing Annual General Meeting. Members can inspect the same by sending an email through registered email id at finance@geotexelin.com .
(2)	The required disclosures to the shareholders of the Company are given in the Corporate Governance Report annexed to the Board's Report.

The appointment and remuneration of Mr. Shailesh Ramniklal Mehta has been approved by the Board of Directors. The Board of Directors of your Company recommends the approval of the re-appointment of Mr Shailesh Ramniklal Mehta, with effect from 15th February, 2026 for a period of three years.

Mr. Shailesh Ramniklal Mehta satisfies all the conditions as set out in Part I of Schedule V as also under Section 196 of the Companies Act, 2013 for being eligible to be re-appointed as a Chairman & Managing Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Chairman & Managing Director. The Company has also received declaration from Mr. Shailesh Ramniklal Mehta that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority.

The Board of Directors are of the opinion that the re-appointment of Mr. Shailesh Ramniklal Mehta as the Chairman & Managing Director is in the interest of the Company and accordingly, your directors recommend the resolution set out at Item No. 3 for approval of the members as a Special Resolution.

Except Mr Shailesh Ramniklal Mehta being an appointee, Mr Naresh Ramniklal Mehta and their relatives, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

ITEM NO. 4

Pursuant to the provision of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), every listed entity is required to appoint a peer reviewed Company Secretary in practice or a Firm of Company Secretaries in practice as a Secretarial Auditor on the basis of recommendation of the Board of Directors and the same is required to be approved by the Members of the Company.

The Board of Directors of the Company, at its meeting held on August 14, 2025, has on the recommendation of the Audit Committee and after considering the experience and expertise recommended to the Members of the Company, appointment of M/s. SPANJ & Associates, Company Secretaries, Ahmedabad (Firm Registration No. P2014GJ034800), as Secretarial Auditors for a term of 5 (five) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30 on such remuneration as may be decided by the Board of Directors of the Company from time to time.

M/s. SPANJ & Associates, a peer reviewed firm of Company Secretaries (Unique ID No. P2014GJ034800) having a Peer Review Certificate No.6467/2025 is managed by four qualified Company Secretaries, who hold multiple academic & professional qualifications. The Firm operates out of modern & well systematized offices located in Ahmedabad and Mumbai. With a professional impetus achieved from an ideal mix of the extensive experience of more than three decades of the principal partner CS Ashish Doshi, a visionary and experienced partner CS S. J. Bhikadia who also has experience of more than three decades and the fresh outlook of other two dynamic research oriented partners CS Jigar Gandhi and CS Nirali Patel having experience of more than Ten years, backed by a team of qualified Company Secretaries in the firm and other trained staff members having requisite knowledge and experience of handling compliances of listed and closely held companies. The Firm provides a wide gamut of services to a wide network of clients in matters relating to Corporate Laws including Company Law. The Firm plays a pro-active role in its continuous support services to leading Business houses having establishments across the country, Government Corporations and Joint Ventures, MNCs and leading Bank. The focus areas of services of the firm includes advisory services on Companies Act and Rules framed thereunder, listing compliances, SEBI Act and Rules, restructuring, revival and rehabilitation, appearance before National Company Law Tribunal, Ministry of Corporate Affairs (MCA Offices), SEBI, SAT, Due diligence etc. The Firms also provides advisory and support services to leading Law Firms and Corporate Advisory services Firms and SEBI Registered Merchant Bankers.

M/s. SPANJ & Associates, Practicing Company Secretaries, have consented to their appointment as the Secretarial Auditors, if appointed and have confirmed that they are eligible for appointment as the Secretarial Auditors and are free from any disqualifications.

The proposed remuneration to be paid to the Secretarial Auditors for the financial year 2025-26 is Rs. 1,20,000/-. The remuneration for the subsequent years of their term shall be decided by the Board of Directors based on the recommendation of the Audit Committee of the Company.

The Board of Directors recommends the resolution set out at Item No. 4 for approval of the members as an Ordinary Resolution.

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

ANNEXURE - A TO THE NOTICE

Details of the Director seeking appointment/re-appointment at the Annual General Meeting

(Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India)

Name of Director	Mr. Shailesh Ramniklal Mehta
DIN	01457666
Date of Birth	29/01/1960
Qualification	Bachelor of Commerce
Experience	More than 30 years
Original Date of Appointment	02-08-1989
Expertise in specific functional area	Plastic Manufacturing Industry
Details of Directorship held in other Listed entities	Nil
Details of Membership/ Chairmanship held in other Companies	Nil
Skills and Capabilities	As mentioned above in the Explanatory Statement
Shareholding in the company	20,02,817
No. of Board meeting attended during the year (2024-25)	7
Relationship with other Directors and Key Managerial Personnel of the Company	Brother of Mr. Naresh Mehta, Non-Executive Director

Registered Office:

Unit No. P-2, Prime Industrial and Logistics Hub,
Harijala, Kheda, Matar, Gujarat, India, 387570

Place : Ahmedabad

Date : 14th August, 2025

By Order of the Board of Directors

Shubham Kiran Shah

Company Secretary & Compliance Officer
Membership No.: ACS 72784