



**SWARAJ SUITING LIMITED**  
WEAVING THE FUTURE

**NOTICE OF THE EXTRA ORDINARY GENERAL MEETING**

To,  
The Members of  
**SWARAJ SUITING LIMITED**  
(CIN: L18101RJ2003PLC018359)

**NOTICE** is hereby given that the Extra Ordinary General Meeting of the Members of Swaraj Suiting Limited will be held on **Wednesday, the 24<sup>th</sup> of December 2025 at 1:00 P.M. (IST)** through Video Conferencing/Other Audio Visual Means (VC/OAVM) facility to transact the following business:

**SPECIAL BUSINESS:**

**ITEM NO. 1: ISSUE OF EQUITY SHARES TO IDENTIFIED PERSONS ON PREFERENTIAL BASIS**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the company with National Stock Exchange of India Ltd., Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) and the law, rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Securities and Exchange Board of India, the Stock Exchanges, Ministry of Corporate Affairs or any other relevant authority (herein after referred as "Applicable Regulatory Authorities") from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required from any and/ or all Government or regulatory authorities and/ or all other institutions and bodies provided that such sanctions are acceptable to the Board of Directors of the Company and subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised to accept, the consent and



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approval of the members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot up to 43,65,500 (Forty Three Lakh Sixty Five Thousand Five Hundred) Equity Shares at a face value of Rs. 10/- (Rupees Ten) per share at the issue price of Rs. 236/- (Rupees Two Hundred Thirty Six) per share, aggregating up to Rs. 1,03,02,58,000/- (Rupees One Hundred Three Crore Two Lakh Fifty Eight Thousand Only) on a preferential basis to the following Identified Persons (“Proposed Allottees”) in such manner and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and/or other applicable provisions of the law and at such price as will be determined in accordance with Regulation 164 of the SEBI ICDR Regulations:

S. No.	Name of Proposed Allottees	No. of Equity Shares proposed to be allotted	Category
1.	ROHIT SHARMA	11,000	Public
2.	SANTOSH VENKATESHWARAN IYER	11,000	Public
3.	CHAMUNDESWARA NATH VANKINA	11,000	Public
4.	ABHISHEK MOHAN NAYAR	11,000	Public
5.	NAMBOORI THAKUR TILAK VERMA	11,000	Public
6.	ROHIT NANDKISHORE LAMBA	1,00,000	Public
7.	BHANUMATI PREMJI MIRANI	1,00,000	Public
8.	SONIL SUREKA	75,000	Public
9.	SUNIL AGRAWAL	55,000	Public
10.	MEYURI HIREN SHETHIA	50,000	Public
11.	ANIL KAMALKISHOR AGRAWAL	50,000	Public
12.	SHYAMSUNDAR KAMALKISHOR AGRAWAL	50,000	Public
13.	PRAVIN RATANLALJI JAIN	50,000	Public
14.	RISHABH PRAVIN JAIN	50,000	Public
15.	NITYA ATUL AGRAWAL	50,000	Public
16.	ICPA HEALTH PRODUCTS LTD	44,000	Public
17.	ANISH RAMJI SHAH	44,000	Public
18.	BHAVIKA DHIRAJLAL CHAVDA	42,500	Public
19.	PATEL ANJANA KALPESHBBAI	42,500	Public
20.	PATEL JAYSHREEBEN VINOD	42,500	Public
21.	SWETA LATH	40,000	Public
22.	MANJUDEVI AGRAWAL	40,000	Public
23.	PARAG AGRAWAL	40,000	Public
24.	SHUBHAM AGRAWAL	35,000	Public
25.	ANIL G GUPTA HUF	35,000	Public



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26.	BHUSHAN RAVINDRASING PARDESHI	30,000	Public
27.	NISHIT HARESH JASANI	25,000	Public
28.	KRUTI NISHIT JASANI	25,000	Public
29.	VASHIST R ANDHALE	25,000	Public
30.	GABRIEL PET STRAPS LIMITED	25,000	Public
31.	ASHISH SARAOGI	25,000	Public
32.	PIYUSH PINJANI	25,000	Public
33.	HIMANSHU AHUJA	25,000	Public
34.	ANKIT PALIWAL	25,000	Public
35.	AARTI GUPTA	25,000	Public
36.	MARC KAY MATHENZ	25,000	Public
37.	PRADEEP SEKHRI	24,000	Public
38.	NIYATI JHAVERI	24,000	Public
39.	AKSHAY KHANDOR	22,000	Public
40.	VIJAY P SHAH HUF	11,000	Public
41.	PAYAL RAHUL SAVLA	11,000	Public
42.	HARILAL PREMJI SHAH	11,000	Public
43.	SAURAV NAG	22,000	Public
44.	ARFATALI MERCHANT	21,000	Public
45.	DHWANI MERCHANT	21,000	Public
46.	SHREE GURUKRUPA TRADELINK PRIVATE LIMITED	21,000	Public
47.	NAVLEEN JUNEJA	21,000	Public
48.	VINAY GARG	21,000	Public
49.	NAND NANDAN SUREKA	20,000	Public
50.	DEEPAK BALDEVKUMAR AGGARWAL	20,000	Public
51.	RAVI SHANKAR GUPTA	20,000	Public
52.	BHUPENDRA JETHALAL MAMANIA	13,000	Public
53.	MUKTA GUPTA	12,500	Public
54.	AKSHAY RAJENDRA LALAN	12,000	Public
55.	HARENDER RANA HUF	12,000	Public
56.	SIDDHARTH SHARMA	12,000	Public
57.	VINIT GUPTA HUF	12,000	Public
58.	DEEPAK SINGHANIA	11,000	Public
59.	MANJULA DINESH HINGER	11,000	Public
60.	SHIV LAKHOTIA	11,000	Public
61.	SHYAMSUNDER JAIGOPAL RATHI	11,000	Public
62.	USTAB GANGULY	11,000	Public
63.	BHARAT JAYANTILAL SHAH	11,000	Public



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64.	ANKIT KAMLESH SHAH	11,000	Public
65.	RITESH AGARWAL	11,000	Public
66.	VARUN SHRIKANT SADEKAR	11,000	Public
67.	KIRTI AGGARWAL	11,000	Public
68.	PRIYANKA TIWARI	11,000	Public
69.	JYOTI SANJAY SANGHANI	11,000	Public
70.	NIKUNJ CHAWLA	11,000	Public
71.	SUNITA MITTAL	11,000	Public
72.	MANOJKUMAR RAMCHAND GAGWANI	10,000	Public
73.	RISHANK TIWARI	10,000	Public
74.	PUSHPA MENON	10,000	Public
75.	SHUBHATA DAKHATE	10,000	Public
76.	NIKHIL GUPTA	10,000	Public
77.	NIRAJ PRAFUL DHAROD	10,000	Public
78.	MEGHNA BHAVESH MEHTA	10,000	Public
79.	DEEPALI SACHIN AJMERA	10,000	Public
80.	HARSHA JATIN DAISARIA	10,000	Public
81.	RAHUL V PAREKH	10,000	Public
82.	NITSON AGRO PRODUCTS PRIVATE LIMITED	10,000	Public
83.	YASHEN JAYESH SAVLA	10,000	Public
84.	MAHESH DALODRA	10,000	Public
85.	SURESH SHANTILAL MEHTA	10,000	Public
86.	DHWANI ABHAY MEHTA	10,000	Public
87.	DHIREN DILIPKUMAR MEHTA	10,000	Public
88.	PARTH ASHISH MEHTA	10,000	Public
89.	ANJANA RAJNIKANT PATEL	10,000	Public
90.	RUPAL ATIK SANGHAVI	10,000	Public
91.	SUMAIYA ZUBER KHAN	10,000	Public
92.	NIRAJ PRAFULCHANDRA SHAH	7,500	Public
93.	VAISHALI SAMIR MEHTA	11,000	Public
94.	SAGAR SURESH KENIYA	11,000	Public
95.	MARVI MANOJ JAIN	11,000	Public
96.	KASHYAP POPAT HUF	7,500	Public
97.	NEHA VAID	70,000	Public
98.	MANSI JAIN	60,000	Public
99.	HUKAMPRAKASH BAHADURCHAND BATRA	50,000	Public
100.	SHIKHA NIRAJKUMAR BATRA	50,000	Public
101.	VIRAJ SINGH RAJENDRASINGH DOBHAL	50,000	Public



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102.	APURV NARENDRABHAI PANCHAMIA	44,000	Public
103.	MONIKA JAIN	60,000	Public
104.	BHAUMIK MAHENDRAKUMAR SHAH	35,000	Public
105.	RAHUL R MAHAJAN	25,000	Public
106.	HEMA BIMAL JOUKANI	25,000	Public
107.	RUPESH SONI	25,000	Public
108.	ROHIT BAJAJ	25,000	Public
109.	SARIKA CHHATRALA	25,000	Public
110.	KARISHMA JIGNESH DESAI	25,000	Public
111.	SES ENTERPRISES	25,000	Public
112.	LALIT PRATAP KAMBLE	23,000	Public
113.	KARISHMA DHAMEJANI	23,000	Public
114.	KAUSHIK GAJENDRARAY BUSA	20,000	Public
115.	ASHA SURESH LALA	20,000	Public
116.	SHRUTI RAHUL GHATALIA	20,000	Public
117.	SHEETAL KRUNAL SHAH	14,000	Public
118.	RAHUL RAMESH GHATALIA	20,000	Public
119.	JATIN MANSI SHAH	20,000	Public
120.	TAMANNA D MENDA	15,000	Public
121.	AJAY CHITTAMURU REDDY	15,000	Public
122.	BHOOMI SANCHETI	15,000	Public
123.	SHOBA LALITH	15,000	Public
124.	VISHAL KUMAR PRASANLAL	15,000	Public
125.	DEEPAK BETHALA	15,000	Public
126.	VARUN V JAIN	15,000	Public
127.	ANSHUL CHANDAK	15,000	Public
128.	DARSHAN KUMAR	15,000	Public
129.	NASRINBANU WADIWALA	15,000	Public
130.	NILESH CHANDRAKANT SHETH	15,000	Public
131.	PRATIK MAHENDRA MEHTA HUF	15,000	Public
132.	MANDALI AKSHAYA SAI	15,000	Public
133.	BHAVEN VASANJI GALA	15,000	Public
134.	VIRAL SHAH	15,000	Public
135.	KAMLESH VIRAJLAL SETH	15,000	Public
136.	ANILKUMAR MAHENDRAKUMAR MORAKHIYA HUF	15,000	Public
137.	SHASHI MISHRA	15,000	Public
138.	BALA MANIKANDAN	15,000	Public



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139.	KISHOR LAXMICHAND DEDHIA	15,000	Public
140.	RAHEE UMANG KENIA	14,000	Public
141.	VISHAL NARENDRA GADA	14,000	Public
142.	JEETAL VISHAL GADA	14,000	Public
143.	HARSHA BHARAT CHHEDA	14,000	Public
144.	KEWAL RASHMIN CHHEDA	14,000	Public
145.	URVASHI NARENDRA GADA	14,000	Public
146.	DHARMESH SUBHASH SALIA	14,000	Public
147.	PRASHANT RATILAL NAGDA	14,000	Public
148.	DHARA JIGNESH DHAROD	14,000	Public
149.	KEYUR ASHVIN GALA	14,000	Public
150.	RAJAN ASAN DARYANI	10,000	Public
151.	RAKESHKUMAR NANJIBHAI PARMAR	12,000	Public
152.	ASHOK SHIVRAJAPPA PANDHARE	10,000	Public
153.	CHANDRAKANT VISHRAM SHIRODKAR	14,000	Public
154.	BHOOMI SANJAY JAIN	14,000	Public
155.	DISHA KUNHAL JAIN	10,000	Public
156.	ISHITA MANOJ JAIN	10,000	Public
157.	DHIREN MAHENDRA SHAH	15,000	Public
158.	SAHIL NEMIN SAVADIA	10,000	Public
159.	AMIT LAPASIA	14,000	Public
160.	SONAL SHAH	14,000	Public
161.	NITYA GALA	10,000	Public
162.	BELA SANJAY SHAH	10,000	Public
163.	DELISHIYA NARESH CHHABRIA	23,000	Public
164.	SRINIVAS MADHAVAN KONDRAMVALLAPIL	15,000	Public
165.	JIGNESH RAMESHKUMAR JHAVERI	12,000	Public
166.	ANSHUL GOYAL	10,000	Public
167.	GAURAV JAIN	10,000	Public
168.	PRAKASH KUMAR GOENKA	20,000	Public
169.	PANKAJKUMAR JAYANTILAL PATEL	25,000	Public
170.	CHHATRALA MEET SURESHBHAI	10,000	Public
171.	ASHMEETA VIPULBHAI BHALODIYA	15,000	Public
172.	JASMIN KUMAR PATEL	10,000	Public
173.	PATEL KRUPALI PRABHAV	25,000	Public
174.	YESHA PARIKH	50,000	Public
175.	VIRAL BALVAHTRAY PANDYA	1,00,000	Public
176.	MAYURI KISHORBHAI HADWANI	25,000	Public



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177.	SNEHA BHANDARI	25,000	Public
178.	RUCHI MISTRY	40,000	Public
179.	GANSHYAM DAS VAISHNAV	50,000	Public
180.	VINAY AGRAWAL	10,000	Public
181.	JITENDRA MOHANLAL DUHLANI	10,000	Public
182.	GAURAV JAIN HUF	20,000	Public
183.	ANKITA AGRAWAL (Partner Lakhdatar Finvest)	40,000	Public
184.	VARTIKA DANGAYACH	20,000	Public
185.	SUJATA SATISH SABNIS	20,000	Public
186.	RAJ RANI	10,000	Public
187.	KAMLABEN MANISHKUMAR VARDAY	1,000	Public
188.	SWATI GUGLIA	37,500	Public
189.	SANJAY KUMAR GAGRANI	20,000	Public
190.	MANJU GUGLIYA	37,500	Public
191.	S R TEXTILE & YARN SALES PRIVATE LIMITED	42,500	Public
192.	PRINT GRAPHICS & DESIGNS PRIVATE LIMITED	21,000	Public
193.	SURYA COTEX PRIVATE LIMITED	42,500	Public
194.	MOHAMMED BOHRA	25,000	Public
195.	SABIHA BEE	10,500	Public
196.	GYAN CHAND KANTHED	25,000	Public
197.	SURUCHI JAIN	25,000	Public
	<b>TOTAL</b>	<b>43,65,500</b>	

**RESOLVED FURTHER THAT** in accordance with the provisions of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the Equity Shares to be issued and allotted to the proposed Allottees (“Proposed Allottees”) as above be 24<sup>th</sup> November 2025, being the date falling 30 days prior to the date of this Extra Ordinary General Meeting of the Company, to approve the allotment of Equity Shares in dematerialized form is proposed to be completed within maximum period of 15 days from the date of passing of the special resolution and in case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by applicable regulatory authorities, then the allotment shall be completed within 15 days from the date of receipt of such approval or permission as the case maybe.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted to proposed allottees pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall be fully paid up and rank pari-passu with the existing Equity



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Shares of the Company in all respects including dividend and voting rights.

**RESOLVED FURTHER THAT** the Equity Shares shall remain locked-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchange - National Stock Exchange of India Ltd. subject to receipt of necessary regulatory permissions and approvals.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue, allotment of the Equity Shares, the Board, be and are authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deemed necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deemed fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage / appoint lead managers, valuer(s), Merchant Banker, brokers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, and other consultants and advisors to the issue and to remunerate them by way of commission, brokerage, fees and/or other charges and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc. with such agencies, as maybe required, and as permitted by law.

**RESOLVED FURTHER THAT** the Board is authorised to take necessary steps for listing of the above mentioned Equity Shares on the Stock Exchange(s) where the Equity Shares of the Company are listed, as per the terms and conditions of the Listing Regulations, SEBI ICDR Regulations and other applicable Guidelines, Rules and Regulations.

**RESOLVED FURTHER THAT** subject to SEBI Regulations and other applicable laws, the Board is authorized to decide and approve terms and conditions of the issue of above mentioned Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deemed expedient.



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**RESOLVED FURTHER THAT** the Board is authorized to delegate all or any of the powers herein conferred by this resolution to any committee of the Board or any one or more Director(s)/Company Secretary/any other officer(s) of the Company to give effect to the aforesaid resolution including to execute any document on behalf of the Company and to represent the Company before any Governmental authorities and to appoint any professional advisor/ consultants/lawyers."

**ITEM NO. 2: ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES TO PROMOTER, PROMOTER GROUP & IDENTIFIED PERSONS ON PREFERENTIAL BASIS**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the company with National Stock Exchange of India Ltd., Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, as amended ("Listing Regulations") and the law, rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Securities and Exchange Board of India, the Stock Exchanges, Ministry of Corporate Affairs or any other relevant authority (herein after referred as "Applicable Regulatory Authorities") from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required from any and/ or all Government or regulatory authorities and/ or all other institutions and bodies provided that such sanctions are acceptable to the Board of Directors of the Company and subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised to accept, the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot up to 67,97,000 (Sixty Seven Lakh Ninety Seven Thousand) Warrants convertible into equal number of Equity Shares at a face value of Rs. 10/- (Rupees Ten) per share, at the issue price of Rs. 236/- (Rupees Two Hundred Thirty Six) per warrant, aggregating up to Rs. 1,60,40,92,000/- (Rupees One Hundred Sixty Crore Forty Lakh Ninety Two Thousand Only) on a preferential basis to the following Promoter(s), Promoter(s) Group & Identified Persons



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("Proposed Allottees") in such manner and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and/or other applicable provisions of the law and at such price as will be determined in accordance with Regulation 164 & 166A of the SEBI ICDR Regulations:

S. No.	Name of Proposed Allottees	No. of Warrants proposed to be allotted	Category
1.	SAKINA TEXTILE PRIVATE LIMITED	24,00,000	Promoter Group
2.	DIVINE SUITING PRIVATE LIMITED	24,00,000	Promoter Group
3.	MIHIR NAVINCHANDRA SHAH	1,50,000	Public
4.	PREETI BAJAJ	24,000	Public
5.	SHAVETA DUTTA	10,500	Public
6.	KALPESH P THAKKAR	10,500	Public
7.	GIRDHAR ASHUMAL GANGVANI	10,500	Public
8.	CHIKANI HARSHABEN N	10,500	Public
9.	SANGITA CHANDRESHBHAI AJANI	10,500	Public
10.	PRATAPBHAI R RAMOLIYA	10,500	Public
11.	GAUTAM CHANDRESHBHAI SACHDEV	10,500	Public
12.	PATEL SAGAR VINODBHAI	10,500	Public
13.	KAILASHKUMAR GOPALBHAI VADODARIYA	10,500	Public
14.	BODA PRAKASH DHIRAJLAL	10,500	Public
15.	DADHANIYA BRIJESH VINODBHAI	10,500	Public
16.	JATIN KANTIBHAI BAVALIYA	10,500	Public
17.	KOMALBEN PARAGBHAI MER	10,500	Public
18.	VIRAJ MAHESH SHAH	10,000	Public
19.	GAYATREE TEJASH PARMAR	10,000	Public
20.	PRAVINCHANDRA B SHAH	10,000	Public
21.	REEMA H RANPARA	10,000	Public
22.	DARSHIL DHIREN SHAH	10,000	Public
23.	SHAH SHAURIN VIJAYKUMAR	10,000	Public
24.	ANKITA SANKET SHAH	10,000	Public
25.	JEET SANJAY SHAH	10,000	Public
26.	SANGHAVI VANSH VIPULKUMAR	10,000	Public
27.	ANKURKUMAR VINODLAL SHAH	10,000	Public
28.	VALLABH BHADANI	10,000	Public
29.	HARESH NATHABHAI RAWAT	10,000	Public
30.	VAIBHAV MITHALAL LODHA	10,000	Public



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31.	VITHANI JAYMIN NARESHBHAI	10,000	Public
32.	AASHISH KUMAR DANI	10,000	Public
33.	TILAK CHANDMAL OSTWAL	10,000	Public
34.	ARPIT OSTWAL	10,000	Public
35.	TUSHAR JAGTAP	10,000	Public
36.	INDU MUTHA	10,000	Public
37.	RATAN LAL BAJAJ	10,000	Public
38.	SAROJBEN MAHESHBHAI DHOLAKIYA	10,000	Public
39.	DIPIKA NAIMESH PATEL	10,000	Public
40.	BHAVISHA MAYURKUMAR CHANDRAPAL	10,000	Public
41.	PATEL JIGNESHKUMAR J	10,000	Public
42.	PANKAJBHAI MOTIBHAI PATEL	10,000	Public
43.	KETAN M PATEL	10,000	Public
44.	BHARTIBEN KISHOR ZAVERI	10,000	Public
45.	UMANG KAMLESH VORA	10,000	Public
46.	UTTAM DWARKAPRASAD MALU	10,000	Public
47.	CHARTERED INVESTMENT	10,000	Public
48.	SHAH BOSKEY VIPUL	10,000	Public
49.	PARAM SACHIN SHAH	10,000	Public
50.	NAMAN SHITAL SHAH	10,000	Public
51.	KSHTI SHREYAS DANI	10,000	Public
52.	AKSHAT KAMLESH SHAH	10,000	Public
53.	NIKET DILIP SHAH	10,000	Public
54.	VIJAYKUMAR CHUNILAL SHAH	10,000	Public
55.	NIRALIBEN DAHAYALAL SHAH	10,000	Public
56.	SHRENIK MANEKLAL SONETHA	10,000	Public
57.	HITESH HARILAL SHAH	10,000	Public
58.	DIPTY BIPINCHANDRA DOSHI	2,00,000	Public
59.	KRISHA VISHAL TALREJA	2,00,000	Public
60.	KAJAL JACKIE VORA	1,00,000	Public
61.	RAHUL A LALA	30,000	Public
62.	KAPIL KRIPLANI	40,000	Public
63.	MANISH KUMAR BADOLA	40,000	Public
64.	BIMAL KALYANDAS JOUKANI	25,000	Public
65.	KAPIL RAMJI KENIYA HUF	30,000	Public
66.	SACHIN VELJIBHAI DAGHA	20,000	Public
67.	VINOD KUMAR BAPNA	45,000	Public
68.	RATNA CHANDRU KHIYANI	25,000	Public



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69.	BABITA J JAIN	20,000	Public
70.	JALPA D GANDHI	15,000	Public
71.	SUMAIYA ZUBER KHAN	10,000	Public
72.	HADWANI DHARAMKUMAR KISHORKUMAR	20,000	Public
73.	PRAJAL BHANDARI	25,000	Public
74.	ANERI KISHORBHAI GAMI	15,000	Public
75.	BHUT KHUSHBU RIKENKUMAR	25,000	Public
76.	SANJAY VAID	30,000	Public
77.	PRIYANKA VAID	30,000	Public
78.	PRATIK VAID	30,000	Public
79.	VIKAS PATNI	20,000	Public
80.	SHARAN SIMON	25,000	Public
81.	SNEH GANGWAL	25,000	Public
82.	DEEPAK	1,00,000	Public
83.	PAYAL TANDAN SHRIVASTAVA	60,000	Public
84.	SWARNALI ADVISORS PVT LTD	40,000	Public
85.	HINA KHAN	15,000	Public
86.	ALI HAIDER	10,500	Public
87.	SUYASH SURANA	10,000	Public
88.	RANU TAILOR	2,500	Public
89.	MAMTA KICHARA	2,500	Public
90.	NILESH VIJAYVARGIYA	1,000	Public
	<b>TOTAL</b>	<b>67,97,000</b>	

**RESOLVED FURTHER THAT** in accordance with the provisions of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the share for Warrants to be issued and allotted to the proposed allottees as above be 24<sup>th</sup> November 2025, being the date falling 30 days prior to the date of this Extra Ordinary General Meeting of the Company, to approve the allotment of Warrants in dematerialized form is proposed to be completed within maximum period of 15 days from the date of passing of the special resolution and in case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by applicable regulatory authorities, then the allotment shall be completed within 15 days from the date of receipt of such approval or permission as the case may be.

**RESOLVED FURTHER THAT** the Warrants to be issued and allotted to proposed allottees pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the Equity Shares allotted pursuant to exercise of options attached to the Warrants shall be fully paid up and rank pari-passu with the existing Equity Shares



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of the Company in all respects including dividend and voting rights.

**RESOLVED FURTHER THAT** the Warrants as well as the Equity Shares allotted pursuant to exercise of options attached to the Warrants shall remain locked-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchange - National Stock Exchange of India Ltd. subject to receipt of necessary regulatory permissions and approvals.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue, allotment of the Warrants, the Board, be and are authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deemed necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Warrants, as may be required, issuing clarifications on the issue and allotment of the Warrants, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Warrants and as the Board may in its absolute discretion deemed fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage / appoint lead managers, valuer(s), Merchant Banker, brokers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, and other consultants and advisors to the issue and to remunerate them by way of commission, brokerage, fees and/or other charges and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc. with such agencies, as maybe required, and as permitted by law.

**RESOLVED FURTHER THAT** the Board is authorised to take necessary steps for listing of the Equity Shares allotted pursuant to exercise of options attached to the Warrants on the Stock Exchange(s) where the Equity Shares of the Company are listed, as per the terms and conditions of the Listing Regulations, SEBI ICDR Regulations and other applicable Guidelines, Rules and Regulations.

**RESOLVED FURTHER THAT** subject to SEBI Regulations and other applicable laws, the Board is authorized to decide and approve terms and conditions of the issue of above mentioned Warrants and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may



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deemed expedient.

**RESOLVED FURTHER THAT** the Board is authorized to delegate all or any of the powers herein conferred by this resolution to any committee of the Board or any one or more Director(s)/Company Secretary/ Chief Financial Officer/ any other officer(s) of the Company to give effect to the aforesaid resolution including to execute any document on behalf of the Company and to represent the Company before any Governmental authorities and to appoint any professional advisor/ consultants/lawyers."

**ITEM NO. 3: TO APPROVE AND GIVE AUTHORITY TO THE BOARD OF DIRECTORS TO ADVANCE ANY LOAN OR GIVE ANY CORPORATE GUARANTEE OR PROVIDE SECURITY IN CONNECTION WITH ANY LOAN TAKEN BY ANY PERSON IN WHOM/WHICH ANY OF THE DIRECTOR OF THE COMPANY IS INTERESTED**

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

**“RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (the ‘Rules’) and all other relevant/ applicable rules, regulations, notifications and circulars issued, including any amendment(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board for advancing loan(s) in one or more tranches including loan represented by way of book debt to, and/or giving guarantee(s), and/or providing security (ies) in connection with any loan taken/to be taken by any company (ies) which are group companies or any other person in which any of the Directors of the Company is interested as specified in the explanation to section 185(2) of the Act, of an aggregate amount not exceeding Rs. 75,00,00,000/- (Rupees Seventy Five Crore Only) in its absolute discretion deem beneficial and in the best interest of the Company.

**RESOLVED FURTHER THAT** this resolution shall remain in full force and effect until amended or rescinded by the Board and a new resolution is passed by the members in this connection, considering the then financial performance of the Company, growth in the Indian textile sector and the Indian economic conditions;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company (the “Board”) be and is authorized to negotiate, finalise and agree the terms and conditions, from time to time, execute necessary agreements, papers and documents, deeds, instruments and writings for issue of corporate Guarantee and to do all such acts, deeds, things and matters and to give such directions as may be necessary or expedient in its absolute discretion as it deems fit and such decision shall be final and binding on the company



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and to settle any question, difficulty that may arise in this regard and to delegate all or any of those powers to any Committee of Directors or any other Officer in this regard.”

### **ITEM NO. 4: TO INCREASE THE BORROWING POWER UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013 UP TO RS. 1000.00 CRORE**

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and any rules and regulations made thereunder and in supersession of the special resolution passed by the shareholders of the Company on 26.09.2022, the consent of the members of the Company be and is hereby accorded to the Board (which term shall be deemed to include any committee(s) thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred pursuant to this Resolution’) to borrow any sum or sums of money on such terms and conditions and with or without security, as the board of directors may think fit, from time to time, by obtaining loans, overdraft facilities, lines of credit, commercial papers, convertible/ non-convertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors, from time to time, which, together with the monies already borrowed by the Company and the monies to be borrowed (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital, free reserves and securities premium provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 1000 Crores (Rupees One thousand crores only) or equivalent amount in any other foreign currency.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient and desirable to give effect to this resolution.”

### **ITEM NO. 5: TO INCREASE THE LIMIT TO CREATE CHARGE/ MORTGAGE/ HYPOTHECATION ON THE IMMOVABLE AND MOVABLE PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 UP TO RS. 1000.00 CRORE**

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and any rules and regulations made thereunder



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and pursuant to the provisions of the Articles of Association of the Company and in supersession of the special resolution passed by the shareholders of the Company earlier, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to pledge, mortgage, lien, hypothecate and/or create charge, whether fixed or floating (in addition to any other hypothecation, pledge, lien mortgage, charges, created/or to be created by the Company) in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of immovable properties and movable assets (both tangible or intangible) of the company, both present and future, and the whole or substantially the whole of the undertaking(s) or any properties of the Company where so ever situated, in favour of the banks, financial institutions, investors, debenture holders or any other lenders and their agents or trustees (together, the "Lenders") to secure any borrowings, debentures, financial assistance or financial indebtedness availed by the Company or any third party from time to time (including without limitation, the due payment of the principal and/or together with interest, at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, remuneration of the agent(s), trustee(s), prepayment premium, all other costs, charges and expenses and all other monies payable by the Company) (together, the "Financial Indebtedness") in terms of the financing documents, or any other documents, entered into or to be entered into between the Company and any Lender(s) in respect of the Financial indebtedness, on such terms and conditions as may be agreed between the Company does not exceed Rs. 1000.00 Crore (Rupees One Thousand Crore Only) at any time."

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient and desirable to give effect to this resolution."

**Registered Office:**

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Email: [cs@swarajsuiting.com](mailto:cs@swarajsuiting.com)  
Con. No. 9660630663

**By order of the Board of Directors  
For SWARAJ SUITING LIMITED**

**Rahul Kumar Verma**

Company Secretary &  
Compliance officer

Bhilwara, 2<sup>nd</sup> December, 2025



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**Notes: -**

1. The Company is listed with NSE on Emerge (SME) platform.
2. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the EGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
3. The Ministry of Corporate Affairs (“MCA”) has, vide its circular dated September 19, 2024, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as “MCA Circulars”), permitted convening the Extra Ordinary General Meeting (“EGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. 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 (“Listing Regulations”), the EGM of the Company is being held through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself /herself and the proxy need not be a member of the Company. Since this EGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
5. Since the EGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
6. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee,





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Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. 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 Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by NSDL.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.swarajsuiting.com](http://www.swarajsuiting.com). The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

### **INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on Sunday, 21<sup>st</sup> December, 2025 at 9:00 A.M. (IST) and ends on Tuesday, 23<sup>rd</sup> December, 2025 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 17<sup>th</sup> December, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 17<sup>th</sup> December, 2025.



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**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>



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	<ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system</li> </ol>



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	<p>of all 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi 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 a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting 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) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911



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**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.





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- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- (a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.



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2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [bksharma162@gmail.com](mailto:bksharma162@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at [pallavid@nsdl.com](mailto:pallavid@nsdl.com) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



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**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [cs@swarajsuiting.com](mailto:cs@swarajsuiting.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@swarajsuiting.com](mailto:cs@swarajsuiting.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.



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### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance at least 7 days prior to the EGM/AGM mentioning their name demat account number/folio number, email id, mobile number at [cs@swarajsuiting.com](mailto:cs@swarajsuiting.com). The same will be replied by the company suitably.

### OTHER INSTRUCTIONS:

1. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Wednesday, 17th December, 2025, are entitled to vote on the Resolutions set forth in this Notice.
2. The remote e-voting period will commence on Sunday, 21<sup>st</sup> December, 2025 at 9:00 A.M. (IST) and ends on Tuesday, 23<sup>rd</sup> December, 2025 at 5:00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, 17th December, 2025, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once



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the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

3. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, 17th December, 2025.
4. A member may participate in the meeting even after exercising his right to vote through remote evoting but shall not be allowed to vote again at the meeting.
5. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote evoting.
6. Mr. Brij Kishore Sharma of M/s. B.K. Sharma and Associates, Practicing Company Secretaries, Jaipur has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The Scrutinizer shall, immediately after the conclusion of e-voting at Extra Ordinary General Meeting, download the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting. Scrutinizer shall within two working days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.
8. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and also be immediately forwarded to NSE, Mumbai.
9. All the Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered office of the Company on all working days, during business hours up to the date of the Meeting and will also be available, electronically, for inspection by the members during the EGM.
10. The Ministry of Corporate Affairs (MCA), Government of India has introduced 'Green Initiative in Corporate Governance' by allowing paperless compliance by the Companies for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed thereunder.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members



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holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.

12. Members who have not registered their email IDs are requested to register their email IDs with the Company's Share Registrars and Transfer Agents.
13. Members are requested to notify the change in their address to the company and always quote their folio number in all correspondence with the company.
14. The Notice of the Extra Ordinary General Meeting has been uploaded on the Company's website [www.swarajsuiting.com](http://www.swarajsuiting.com) and may be accessed by the members and also on the website of the National Stock Exchange of India Ltd. [www.nseindia.com](http://www.nseindia.com).
15. The Electronic copy of this Notice is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes.



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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**ITEM NO. 1: ISSUE OF EQUITY SHARES TO IDENTIFIED PERSONS ON PREFERENTIAL BASIS**

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis to Identified Persons ("Proposed Allottees").

The Board of Directors in its meeting held on 25<sup>th</sup> November 2025 considered and evaluated the proposal for raising of funds by the Company by way of issuance of equity shares on preferential basis for utilization in Capital Expenditure, Working Capital and other General Corporate Purposes. The Board has approved the offer and issue up to 43,65,500 (Forty Three Lakh Sixty Five Thousand Five Hundred) Equity Shares at a face value of Rs. 10/- (Rupees Ten) per share at the issue price of Rs. 236/- (Rupees Two Hundred Thirty Six) per share, aggregating up to Rs. 1,03,02,58,000/- (Rupees One Hundred Three Crore Two Lakh Fifty Eight Thousand Only) on Preferential basis to the Proposed Allottees, subject to inter alia the approval of the shareholders of the company and receipt of applicable regulatory and statutory approval in relation thereto.

The details in relation to the Preferential Issue as required under the SEBI ICDR Regulations, 2018 and the Companies Act, 2013 read with the rules issued thereunder, are set forth below:

**i) Particulars of the Preferential Issue including date of passing of Board resolution**

The Board of Directors at its meeting held on Tuesday, 25<sup>th</sup> November 2025 had, subject to the approval of the Members of the company and such other approvals as may be required, approved the issuance of Equity Shares up to 43,65,500 (Forty Three Lakh Sixty Five Thousand Five Hundred) Equity Shares at a face value of Rs. 10/- (Rupees Ten) per share at the issue price of Rs. 236/- (Rupees Two Hundred Thirty Six) per share, aggregating up to Rs. 1,03,02,58,000/- (Rupees One Hundred Three Crore Two Lakh Fifty Eight Thousand Only), for cash consideration, on a preferential basis to Identified Persons.

**ii) Objects of the Preferential Issue**



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The Company proposes to raise funds aggregating up to Rs. 1,03,02,58,000/- (Rupees One Hundred Three Crore Two Lakh Fifty Eight Thousand Only), through the Preferential Issue of Equity Shares of the Company. The proceeds of the Preferential Issue shall be utilized for the following purposes:

- i. **Capital Expenditure:** To finance setting up of additional manufacturing lines, modernization of existing facilities, purchase of plant, equipment & machinery, and other capacity expansion initiatives as determined by the Board from time to time.
- ii. **Working Capital:** To meet the Company's incremental working capital requirements from increased scale of operations, support business growth, and for its day-to-day operations as determined by the Board from time to time.
- iii. **General Corporate Purposes:** amount upto 25% (twenty five percent) of the Issue Proceeds will be utilized for general corporate purposes and expenses related to the issue which includes but is not limited to, inter alia, meeting ongoing general corporate exigencies and contingencies, administrative and operational costs and other purposes from to time, and/or any other general purposes as may be determined by the board from time to time.

The distribution and tentative timeline of utilization of funds to be raised is as follows:

Objects of the Issue	Amount (Rs. in Crores)	% of Issue Size to be Utilized	Tentative Time Line of Utilization
Capital Expenditure	25.76	25%	Up to 31 <sup>st</sup> March 2027
Working Capital	51.51	50%	Up to 31 <sup>st</sup> March 2027
Other General Corporate Purposes	25.75	25%	Up to 31 <sup>st</sup> March 2027

**iii) Maximum Number of specified securities offered and the price at which security is being offered**

Up to 43,65,500 (Forty Three Lakh Sixty Five Thousand Five Hundred) Equity Shares at a face value of Rs. 10/- (Rupees Ten) per share at the issue price of Rs. 236/- (Rupees Two Hundred Thirty Six) per share, including a premium of Rs. 226/- per share, aggregating up to Rs. 1,03,02,58,000/- (Rupees One Hundred Three Crore Two Lakh Fifty Eight Thousand Only), such price being not less than the price as on Relevant Date i.e., 24<sup>th</sup> November 2025 determined in accordance with the provisions of Chapter V Regulation 164 of the SEBI ICDR Regulations.

**iv) Relevant Date**



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In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is 24<sup>th</sup> November 2025, being the date 30 days prior to the date of this Extra-ordinary General Meeting (EGM) at which the proposed preferential issue will be considered.

### v) Basis on which the price has been arrived at and justification for the price (including premium, if any)

The Equity Shares of the Company are listed on Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge") only. The equity shares are frequently traded in terms of the SEBI ICDR Regulations and volume weighted average price of the company's equity shares at NSE Platform has been considered in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of Regulation 164 of the SEBI ICDR Regulations, the floor price for the Preferential Issue as on Relevant Date is Rs. 235.19 per Equity Share, which is higher of the following:

- (a) Rs. 202.94 per share – being the 90 trading days volume weighted average price of the Company's equity shares quoted on the NSE platform, preceding the Relevant Date; or
- (b) Rs. 235.19 per share – being the 10 trading volume weighted average price of the Company's equity shares quoted on the NSE platform, preceding the Relevant Date.

With regards to the issue of shares and other securities, the Articles of Association of the Company provide as follows: "20. The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder."

Pursuant to the provisions of Section 62 (1) (c) of the Companies Act, the price of shares is to be determined by the valuation report of a registered valuer. A valuation report of the equity shares of the Company as on the Relevant Date obtained from Mr. Bhavin R. Patel, Registered Valuer [IBBI/RV/05/2019/11668] having address at 79, Nirman Park, B/h Pramukh Prasad Society, Manjalpur, Vadodara-390011 (Gujarat), determined the floor price as detailed below:



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S. No.	Method	Amount per share (in Rs.)
[A]	As per Regulation 164 of SEBI ICDR Regulations, 2018	235.19
[B]	As per Net Asset Value (NAV) Method	77.01
[C]	As per Profit Earning Capacity Value (PECV) Method	69.31
[D]	As per Comparable Companies Multiple (CCM) Method	131.73
	<b>Highest of [A], [B], [C] and [D]:</b>	<b>235.19</b>

The highest of the floor price as determined under the provisions of SEBI ICDR Regulations, 2018 and under the Articles of Association is Rs. 235.19 per share. Hence, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than Rs. 235.19 per share. Weblink for valuation Report is <https://www.swarajsuiting.com/uploads/notices/Swaraj-Pref-Valuation-Report-2025.pdf>

The Board of Directors have determined the Issue Price of the Equity Shares offered under this preferential issue at **Rs. 236/- (Rupees Two Hundred Thirty Six) per share, including a premium of Rs. 226/- per share.**

**vi) Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects.**

None of the Promoters, Directors or Key Managerial Personnel of the Company, intend to subscribe any Equity Shares in the proposed issue.

**vii) Time frame within which the Preferential Issue shall be completed**

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

**viii) Principal terms of assets charged as securities - Not Applicable.**





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**ix) Valuation and Justification for the allotment proposed to be made for consideration other than cash - Not Applicable.**

**x) Material terms of raising such securities**

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**xi) Shareholding pattern of the Company before and after the Preferential Issue**

S.No.	Category	Pre Preferential Issue		Post Preferential Issue	
		No. of shares	% of Share-holding	No. of shares	% of Share-holding
<b>A</b>	<b><u>Promoter Holding</u></b>				
1	Indian:				
	Individual	49,01,840	22.2626	49,01,840	18.5790
	Bodies Corporate	1,16,04,420	52.7036	1,16,04,420	43.9832
	<b>Sub Total</b>	<b>1,65,06,260</b>	<b>74.9662</b>	<b>1,65,06,260</b>	<b>62.5622</b>
2	Foreign Promoters	0	0.00	0	0.0000
	<b>Sub Total(A)</b>	<b>1,65,06,260</b>	<b>74.9662</b>	<b>1,65,06,260</b>	<b>62.5622</b>
<b>B</b>	<b><u>Non-Promoter Holding</u></b>				
1	Institutional Investor	1,56,500	0.7108	1,56,500	0.5932
2	Non Institution:				0.0000
	Individual	42,57,000	19.3340	82,89,000	31.4171
	Bodies Corporate	3,95,500	1.7962	6,01,500	2.2798
	Others	7,03,000	3.1928	8,30,500	3.1478
	<b>Sub Total(B)</b>	<b>55,12,000</b>	<b>25.0338</b>	<b>98,77,500</b>	<b>37.4378</b>
	<b>Grand Total</b>	<b>2,20,18,260</b>	<b>100.00</b>	<b>2,63,83,760</b>	<b>100.00</b>





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**xii) The percentage of post Preferential Issue capital that may be held by allottees(s) and change in control, if any, in the Company consequent to the Preferential Issue**

The Equity Shares are proposed to be allotted to the Proposed Allottees / Identified Persons. Details of shareholding of proposed allottees, prior to and after the proposed Preferential Issue, are as under:

S. No.	Name of the Proposed Allottees	Pre-Preferential Issue		Post-Allotment of Equity Shares pursuant to the Preferential Issue	
		No. of Equity Shares held	Percentage held	No. of Equity Shares held	Percentage held
1.	ROHIT SHARMA	-	-	11,000	0.0417
2.	SANTOSH VENKATESHWARAN IYER	-	-	11,000	0.0417
3.	CHAMUNDESWARA NATH VANKINA	-	-	11,000	0.0417
4.	ABHISHEK MOHAN NAYAR	-	-	11,000	0.0417
5.	NAMBOORI THAKUR TILAK VERMA	-	-	11,000	0.0417
6.	ROHIT NANDKISHORE LAMBA	-	-	1,00,000	0.3790
7.	BHANUMATI PREMJI MIRANI	-	-	1,00,000	0.3790
8.	SONIL SUREKA	-	-	75,000	0.2843
9.	SUNIL AGRAWAL	-	-	55,000	0.2085
10.	MEYURI HIREN SHETHIA	-	-	50,000	0.1895
11.	ANIL KAMALKISHOR AGRAWAL	-	-	50,000	0.1895
12.	SHYAMSUNDAR KAMALKISHOR AGRAWAL	-	-	50,000	0.1895
13.	PRAVIN RATANLALJI JAIN	-	-	50,000	0.1895
14.	RISHABH PRAVIN JAIN	-	-	50,000	0.1895
15.	NITYA ATUL AGRAWAL	-	-	50,000	0.1895
16.	ICPA HEALTH PRODUCTS LTD	-	-	44,000	0.1668





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17.	ANISH RAMJI SHAH	-	-	44,000	0.1668
18.	BHAVIKA DHIRAJLAL CHAVDA	-	-	42,500	0.1611
19.	PATEL ANJANA KALPESHBAI	-	-	42,500	0.1611
20.	PATEL JAYSHREEBEN VINOD	-	-	42,500	0.1611
21.	SWETA LATH	-	-	40,000	0.1516
22.	MANJUDEVI AGRAWAL	-	-	40,000	0.1516
23.	PARAG AGRAWAL	-	-	40,000	0.1516
24.	SHUBHAM AGRAWAL	-	-	35,000	0.1327
25.	ANIL G GUPTA HUF	-	-	35,000	0.1327
26.	BHUSHAN RAVINDRASING PARDESHI	-	-	30,000	0.1137
27.	NISHIT HARESH JASANI	-	-	25,000	0.0948
28.	KRUTI NISHIT JASANI	-	-	25,000	0.0948
29.	VASHIST R ANDHALE	-	-	25,000	0.0948
30.	GABRIEL PET STRAPS LIMITED	-	-	25,000	0.0948
31.	ASHISH SARAOGI	-	-	25,000	0.0948
32.	PIYUSH PINJANI	-	-	25,000	0.0948
33.	HIMANSHU AHUJA	-	-	25,000	0.0948
34.	ANKIT PALIWAL	-	-	25,000	0.0948
35.	AARTI GUPTA	-	-	25,000	0.0948
36.	MARC KAY MATHENZ	-	-	25,000	0.0948
37.	PRADEEP SEKHRI	-	-	24,000	0.0910
38.	NIYATI JHAVERI	-	-	24,000	0.0910
39.	AKSHAY KHANDOR	-	-	22,000	0.0834
40.	VIJAY P SHAH HUF	-	-	11,000	0.0417
41.	PAYAL RAHUL SAVLA	-	-	11,000	0.0417



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42.	HARILAL PREMJI SHAH	-	-	11,000	0.0417
43.	SAURAV NAG	-	-	22,000	0.0834
44.	ARFATALI MERCHANT	-	-	21,000	0.0796
45.	DHWANI MERCHANT	-	-	21,000	0.0796
46.	SHREE GURUKRUPA TRADELINK PRIVATE LIMITED	-	-	21,000	0.0796
47.	NAVLEEN JUNEJA	-	-	21,000	0.0796
48.	VINAY GARG	-	-	21,000	0.0796
49.	NAND NANDAN SUREKA	-	-	20,000	0.0758
50.	DEEPAK BALDEVKUMAR AGGARWAL	-	-	20,000	0.0758
51.	RAVI SHANKAR GUPTA	-	-	20,000	0.0758
52.	BHUPENDRA JETHALAL MAMANIA	-	-	13,000	0.0493
53.	MUKTA GUPTA	-	-	12,500	0.0474
54.	AKSHAY RAJENDRA LALAN	-	-	12,000	0.0455
55.	HARENDER RANA HUF	-	-	12,000	0.0455
56.	SIDDHARTH SHARMA	-	-	12,000	0.0455
57.	VINIT GUPTA HUF	-	-	12,000	0.0455
58.	DEEPAK SINGHANIA	-	-	11,000	0.0417
59.	MANJULA DINESH HINGER	-	-	11,000	0.0417
60.	SHIV LAKHOTIA	-	-	11,000	0.0417
61.	SHYAMSUNDER JAIGOPAL RATHI	1,000	0.0045	12,000	0.0455
62.	USTAB GANGULY	-	-	11,000	0.0417
63.	BHARAT JAYANTILAL SHAH	-	-	11,000	0.0417
64.	ANKIT KAMLESH SHAH	-	-	11,000	0.0417
65.	RITESH AGARWAL	-	-	11,000	0.0417
66.	VARUN SHRIKANT SADEKAR	-	-	11,000	0.0417



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67.	KIRTI AGGARWAL	-	-	11,000	0.0417
68.	PRIYANKA TIWARI	-	-	11,000	0.0417
69.	JYOTI SANJAY SANGHANI	-	-	11,000	0.0417
70.	NIKUNJ CHAWLA	-	-	11,000	0.0417
71.	SUNITA MITTAL	-	-	11,000	0.0417
72.	MANOJKUMAR RAMCHAND GAGWANI	-	-	10,000	0.0379
73.	RISHANK TIWARI	-	-	10,000	0.0379
74.	PUSHPA MENON	-	-	10,000	0.0379
75.	SHUBHATA DAKHATE	-	-	10,000	0.0379
76.	NIKHIL GUPTA	-	-	10,000	0.0379
77.	NIRAJ PRAFUL DHAROD	-	-	10,000	0.0379
78.	MEGHNA BHAVESH MEHTA	-	-	10,000	0.0379
79.	DEEPALI SACHIN AJMERA	-	-	10,000	0.0379
80.	HARSHA JATIN DAISARIA	-	-	10,000	0.0379
81.	RAHUL V PAREKH	-	-	10,000	0.0379
82.	NITSON AGRO PRODUCTS PRIVATE LIMITED	40,000	0.1817	50,000	0.1895
83.	YASHEN JAYESH SAVLA	-	-	10,000	0.0379
84.	MAHESH DALODRA	-	-	10,000	0.0379
85.	SURESH SHANTILAL MEHTA	-	-	10,000	0.0379
86.	DHWANI ABHAY MEHTA	-	-	10,000	0.0379
87.	DHIREN DILIPKUMAR MEHTA	-	-	10,000	0.0379
88.	PARTH ASHISH MEHTA	-	-	10,000	0.0379
89.	ANJANA RAJNIKANT PATEL	-	-	10,000	0.0379
90.	RUPAL ATIK SANGHAVI	-	-	10,000	0.0379
91.	SUMAIYA ZUBER KHAN	-	-	10,000	0.0379



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92.	NIRAJ PRAFULCHANDRA SHAH	-	-	7,500	0.0284
93.	VAISHALI SAMIR MEHTA	-	-	11,000	0.0417
94.	SAGAR SURESH KENIYA	-	-	11,000	0.0417
95.	MARVI MANOJ JAIN	-	-	11,000	0.0417
96.	KASHYAP POPAT HUF	-	-	7,500	0.0284
97.	NEHA VAID	500	0.0023	70,500	0.2672
98.	MANSI JAIN	-	-	60,000	0.2274
99.	HUKAMPRAKASH BAHADURCHAND BATRA	-	-	50,000	0.1895
100.	SHIKHA NIRAJKUMAR BATRA	-	-	50,000	0.1895
101.	VIRAJ SINGH RAJENDRASINGH DOBHAL	-	-	50,000	0.1895
102.	APURV NARENDRABHAI PANCHAMIA	-	-	44,000	0.1668
103.	MONIKA JAIN	-	-	60,000	0.2274
104.	BHAUMIK MAHENDRAKUMAR SHAH	-	-	35,000	0.1327
105.	RAHUL R MAHAJAN	-	-	25,000	0.0948
106.	HEMA BIMAL JOUKANI	-	-	25,000	0.0948
107.	RUPESH SONI	-	-	25,000	0.0948
108.	ROHIT BAJAJ	-	-	25,000	0.0948
109.	SARIKA CHHATRALA	3,000	0.0136	28,000	0.1061
110.	KARISHMA JIGNESH DESAI	-	-	25,000	0.0948
111.	SES ENTERPRISES	2,000	0.0091	27,000	0.1023
112.	LALIT PRATAP KAMBLE	-	-	23,000	0.0872
113.	KARISHMA DHAMEJANI	-	-	23,000	0.0872
114.	KAUSHIK GAJENDRARAY BUSA	-	-	20,000	0.0758
115.	ASHA SURESH LALA	-	-	20,000	0.0758
116.	SHRUTI RAHUL GHATALIA	-	-	20,000	0.0758



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117.	SHEETAL KRUNAL SHAH	-	-	14,000	0.0531
118.	RAHUL RAMESH GHATALIA	-	-	20,000	0.0758
119.	JATIN MANSI SHAH	-	-	15,000	0.0569
120.	TAMANNA D MENDA	-	-	20,000	0.0758
121.	AJAY CHITTAMURU REDDY	-	-	15,000	0.0569
122.	BHOOMI SANCHETI	-	-	15,000	0.0569
123.	SHOBA LALITH	-	-	15,000	0.0569
124.	VISHAL KUMAR PRASANLAL	-	-	15,000	0.0569
125.	DEEPAK BETHALA	-	-	15,000	0.0569
126.	VARUN V JAIN	-	-	15,000	0.0569
127.	ANSHUL CHANDAK	-	-	15,000	0.0569
128.	DARSHAN KUMAR	-	-	15,000	0.0569
129.	NASRINBANU WADIWALA	-	-	15,000	0.0569
130.	NILESH CHANDRAKANT SHETH	-	-	15,000	0.0569
131.	PRATIK MAHENDRA MEHTA HUF	-	-	15,000	0.0569
132.	MANDALI AKSHAYA SAI	-	-	15,000	0.0569
133.	BHAVEN VASANJI GALA	-	-	15,000	0.0569
134.	VIRAL SHAH	-	-	15,000	0.0569
135.	KAMLESH VIRAJLAL SETH	-	-	15,000	0.0569
136.	ANILKUMAR MAHENDRAKUMAR MORAKHIYA HUF	-	-	15,000	0.0569
137.	SHASHI MISHRA	-	-	15,000	0.0569
138.	BALA MANIKANDAN	-	-	15,000	0.0569
139.	KISHOR LAXMICHAND DEDHIA	-	-	15,000	0.0569
140.	RAHEE UMANG KENIA	-	-	14,000	0.0531
141.	VISHAL NARENDRA GADA	-	-	14,000	0.0531



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142.	JEETAL VISHAL GADA	-	-	14,000	0.0531
143.	HARSHA BHARAT CHHEDA	-	-	14,000	0.0531
144.	KEWAL RASHMIN CHHEDA	-	-	14,000	0.0531
145.	URVASHI NARENDRA GADA	-	-	14,000	0.0531
146.	DHARMESH SUBHASH SALIA	-	-	14,000	0.0531
147.	PRASHANT RATILAL NAGDA	-	-	14,000	0.0531
148.	DHARA JIGNESH DHAROD	-	-	14,000	0.0531
149.	KEYUR ASHVIN GALA	-	-	14,000	0.0531
150.	RAJAN ASAN DARYANI	-	-	10,000	0.0379
151.	RAKESHKUMAR NANJIBHAI PARMAR	-	-	12,000	0.0455
152.	ASHOK SHIVRAJAPPA PANDHARE	-	-	10,000	0.0379
153.	CHANDRAKANT VISHRAM SHIRODKAR	-	-	14,000	0.0531
154.	BHOOMI SANJAY JAIN	-	-	14,000	0.0531
155.	DISHA KUNHAL JAIN	-	-	10,000	0.0379
156.	ISHITA MANOJ JAIN	-	-	10,000	0.0379
157.	DHIREN MAHENDRA SHAH	-	-	15,000	0.0569
158.	SAHIL NEMIN SAVADIA	-	-	10,000	0.0379
159.	AMIT LAPASIA	-	-	14,000	0.0531
160.	SONAL SHAH	-	-	14,000	0.0531
161.	NITYA GALA	-	-	10,000	0.0379
162.	BELA SANJAY SHAH	-	-	10,000	0.0379
163.	DELISHIYA NARESH CHHABRIA	-	-	23,000	0.0872
164.	SRINIVAS MADHAVAN KONDRAMVALLAPIL	-	-	15,000	0.0569
165.	JIGNESH RAMESHKUMAR JHAVERI	7,000	0.0318	19,000	0.0720
166.	ANSHUL GOYAL	-	-	10,000	0.0379



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167.	GAURAV JAIN	-	-	10,000	0.0379
168.	PRAKASH KUMAR GOENKA	-	-	20,000	0.0758
169.	PANKAJKUMAR JAYANTILAL PATEL	-	-	25,000	0.0948
170.	CHHATRALA MEET SURESHBHAJ	-	-	10,000	0.0379
171.	ASHMEETA VIPULBHAJ BHALODIYA	-	-	15,000	0.0569
172.	JASMIN KUMAR PATEL	-	-	10,000	0.0379
173.	PATEL KRUPALI PRABHAV	-	-	25,000	0.0948
174.	YESHA PARIKH	-	-	50,000	0.1895
175.	VIRAL BALVAHTRAY PANDYA	-	-	1,00,000	0.3790
176.	MAYURI KISHORBHAJ HADWANI	-	-	25,000	0.0948
177.	SNEHA BHANDARI	-	-	25,000	0.0948
178.	RUCHI MISTRY	-	-	40,000	0.1516
179.	GANSHYAM DAS VAISHNAV	-	-	50,000	0.1895
180.	VINAY AGRAWAL	-	-	10,000	0.0379
181.	JITENDRA MOHANLAL DUHLANI	-	-	10,000	0.0379
182.	GAURAV JAIN HUF	-	-	20,000	0.0758
183.	ANKITA AGRAWAL (Partner Lakhdatar Finvest)	-	-	40,000	0.1516
184.	VARTIKA DANGAYACH	-	-	20,000	0.0758
185.	SUJATA SATISH SABNIS	-	-	20,000	0.0758
186.	RAJ RANI	-	-	10,000	0.0379
187.	KAMLABEN MANISHKUMAR VARDAY	-	-	1,000	0.0038
188.	SWATI GUGLIA	-	-	37,500	0.1421
189.	SANJAY KUMAR GAGRANI	-	-	20,000	0.0758
190.	MANJU GUGLIYA	-	-	37,500	0.1421
191.	S R TEXTILE & YARN SALES PRIVATE LIMITED	-	-	42,500	0.1611



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192.	PRINT GRAPHICS & DESIGNS PRIVATE LIMITED	-	-	21,000	0.0796
193.	SURYA COTEX PRIVATE LIMITED	-	-	42,500	0.1611
194.	MOHAMMED BOHRA	-	-	25,000	0.0948
195.	SABIHA BEE	4,000	0.0182	14,500	0.0550
196.	GYAN CHAND KANTHED	-	-	25,000	0.0948
197.	SURUCHI JAIN	-	-	25,000	0.0948
	<b>TOTAL</b>	<b>57,500</b>	<b>0.2611</b>	<b>44,23,000</b>	<b>16.7641</b>

There shall be no change in control of the Company pursuant to the aforesaid Preferential Issue. However, the percentage of shareholding and voting rights exercised by Identified Persons, will change in accordance with the change in the shareholding pattern as set above.

**xiii) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees**

Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed Allottees:

Sr. No. as per point (xii)	Name of Proposed Allottees	Natural Persons who are ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control
16	ICPA HEALTH PRODUCTS LTD	ROHIT MEHTA
25	ANIL G GUPTA HUF	ANIL GUPTA
30	GABRIEL PET STRAPS LIMITED	SHAH JAY PARESHBHAI
40	VIJAY P SHAH HUF	VIJAY SHAH
46	SHREE GURUKRUPA TRADELINK PRIVATE LIMITED	BHARAT G GANGWANI
55	HARENDER RANA HUF	HARENDAR RANA
57	VINIT GUPTA HUF	VINIT GUPTA
82	NITSON AGRO PRODUCTS PRIVATE LIMITED	JAYESH RAMESHCHANDRA SAVLA





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96	KASHYAP POPAT HUF	KASHYAP POPAT
131	PRATIK MAHENDRA MEHTA HUF	PRATIK MAHENDRA
136	ANILKUMAR MAHENDRAKUMAR MORAKHIYA HUF	ANIL KUMAR MORAKHIYA
182	GAURAV JAIN HUF	GAURAV JAIN
191	S R TEXTILE & YARN SALES PRIVATE LIMITED	RAMESH KUMAR SONTHALIA
192	PRINT GRAPHICS & DESIGNS PRIVATE LIMITED	SUDHA DEVI SONTHALIA
193	SURYA COTEX PRIVATE LIMITED	RAMESH KUMAR SONTHALIA

### xiv) Lock-in Period

The Equity Shares shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations. The Equity Shares to be allotted on a preferential basis to the promoters or promoter group shall be locked in for a period of eighteen months from the date of trading approval granted by the stock exchange. The Equity shares to be allotted on a preferential basis to persons other than the promoters and promoter group shall be locked-in for a period of six months from the date of trading approval.

The entire pre-Preferential Issue shareholding of the proposed allottees shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the SEBI ICDR Regulations.

### xv) Undertakings

- None of the Company, its Directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations.
- None of its Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The issuer shall re-compute the issue price in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till time such amount is paid by the allottees.



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### xvi) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

The status of the allottee(s) that were the shareholders of the Company before the preferential issue shall remain unchanged post the preferential issue. Shyamsunder Jaigopal Rathi, Nitson Agro Products Private Limited, Neha Vaid, Sarika Chhatrala, SES Enterprises, Jignesh Rameshkumar Jhaveri, Sabiha Bee shall remain as Non-Promoter (Public).

And the proposed status of the remaining allottees shall be the Non-Promoter (Public) Shareholders post the preferential issue.

### xvii) Auditors' Certificate

The certificate from Brij Kishore Sharma, Practicing Company Secretaries, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting. The copy of the certificate shall be placed in the meeting and Company's website link <https://www.swarajsuiting.com/uploads/notices/pcs-certificate-as-per-reg-163-2-equity.pdf> for the Certificate is [www.swarajsuiting.com](http://www.swarajsuiting.com).

### xviii) Other disclosures

- During the period from 1<sup>st</sup> April 2025 until the date of Notice of this EGM, the Company has not made any preferential issue of Equity Shares.
- The identified persons have confirmed that they have not sold or transferred any Equity Shares during the 90 trading days preceding the Relevant Date.
- Since the Equity Shares of the Company are listed & frequently traded on the stock exchange and the Preferential Issue is not more than 5% of the post issue fully diluted share capital, report of the registered valuer is not required under the provisions of Regulation 166A of the SEBI ICDR Regulations for the proposed Preferential Issue. However, the Company has taken valuation report from Independent Registered Valuer, Mr. Bhavin R Patel in terms of proviso to Regulation 164 (1).

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules there to and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to the proposed allottees is being sought by way of a Special Resolution as set out in the said item of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.



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The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the said resolution.

### **ITEM NO. 2: ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES TO PROMOTER, PROMOTER GROUP & IDENTIFIED PERSONS ON PREFERENTIAL BASIS**

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis to Promoter(s), Promoter(s) Group & Identified Persons ("Proposed Allottees") of the Company.

The Board of Directors in its meeting held on 25<sup>th</sup> November 2025 considered and evaluated the proposal for raising of funds by the Company by way of issuance of share warrants which shall be convertible into equity shares for utilization in Capital Expenditure, Working Capital and other General Corporate Purposes. The Board has approved the offer and issue up to 67,97,000 (Sixty Seven Lakh Ninety Seven Thousand) Warrants convertible into equal number of Equity Shares at a face value of Rs. 10/- (Rupees Ten) per share at the issue price of Rs. 236/- (Rupees Two Hundred Thirty Six) per warrant, aggregating up to Rs. 1,60,40,92,000/- (Rupees One Hundred Sixty Crore Forty Lakh Ninety Two Thousand Only) on Preferential basis to the Proposed Allottees, subject to inter alia the approval of the shareholders of the company and receipt of applicable regulatory and statutory approval in relation thereto.

The details in relation to the Preferential Issue as required under the SEBI ICDR Regulations, 2018 and the Companies Act, 2013 read with the rules issued thereunder, are set forth below:

#### **i) Particulars of the Preferential Issue including date of passing of Board resolution**

The Board of Directors at its meeting held on Tuesday, 25<sup>th</sup> November 2025 had, subject to the approval of the Members of the company and such other approvals as may be required,



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approved the issuance of Warrants up to 67,97,000 (Sixty Seven Lakh Ninety Seven Thousand) Warrants convertible into equal number of Equity Shares at a face value of Rs. 10/- (Rupees Ten) per share, at the issue price of Rs. 236/- (Rupees Two Hundred Thirty Six) per warrant, aggregating up to Rs. 1,60,40,92,000/- (Rupees One Hundred Sixty Crore Forty Lakh Ninety Two Thousand Only), for cash consideration, on a preferential basis to the Promoter(s), Promoter(s) Group & Identified Persons.

**ii) Objects of the Preferential Issue**

The Company proposes to raise funds aggregating up to Rs. 1,60,40,92,000/- (Rupees One Hundred Sixty Crore Forty Lakh Ninety Two Thousand Only), through the Preferential Issue of Warrants convertible into Equity Shares of the Company. The proceeds of the Preferential Issue shall be utilized for the following purposes:

- i. **Capital Expenditure:** To finance setting up of additional manufacturing lines, modernization of existing facilities, purchase of plant, equipment & machinery, and other capacity expansion initiatives as determined by the Board from time to time.
- ii. **Working Capital:** To meet the Company's incremental working capital requirements from increased scale of operations, support business growth, and for its day-to-day operations as determined by the Board from time to time.
- iii. **General Corporate Purposes:** amount upto 25% (twenty five percent) of the Issue Proceeds will be utilized for general corporate purposes and expenses related to the issue which includes but is not limited to, inter alia, meeting ongoing general corporate exigencies and contingencies, administrative and operational costs and other purposes from to time, and/or any other general purposes as may be determined by the board from time to time.

The distribution and tentative timeline of utilization of funds to be raised is as follows:

Objects of the Issue	Amount (Rs. in Crores)	% of Issue Size to be Utilized	Tentative Time Line of Utilization
Capital Expenditure	40.10	25%	Up to 31 <sup>st</sup> March 2028
Working Capital	80.21	50%	Up to 31 <sup>st</sup> March 2028
Other General Corporate Purposes	40.10	25%	Up to 31 <sup>st</sup> March 2028

**iii) Maximum Number of specified securities offered and the price at which security is being offered**



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Up to 67,97,000 (Sixty Seven Lakh Ninety Seven Thousand) Warrants convertible into equal number of Equity Shares at a face value of Rs. 10/- (Rupees Ten) per share, at the issue price of Rs. 236/- (Rupees Two Hundred Thirty Six) per warrant, aggregating up to Rs. 1,60,40,92,000/- (Rupees One Hundred Sixty Crore Forty Lakh Ninety Two Thousand Only), such price being not less than the price of the Equity Share of the Company as on Relevant Date i.e., 24<sup>th</sup> November 2025 determined in accordance with the provisions of Chapter V Regulation 164 of the SEBI ICDR Regulations.

### iv) Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is 24<sup>th</sup> November 2025, being the date 30 days prior to the date of this Extra-ordinary General Meeting (EGM) at which the proposed preferential issue will be considered.

### v) Basis on which the price has been arrived at and justification for the price (including premium, if any)

The Equity Shares of the Company are listed on Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge") only. The equity shares are frequently traded in terms of the SEBI ICDR Regulations and volume weighted average price of the company's equity shares at NSE Platform has been considered in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price for the Preferential Issue as on Relevant Date is Rs. 235.19 per Equity Share, which is higher of the following:

(c) Rs. 202.94 per share – being the 90 trading days volume weighted average price of the Company's equity shares quoted on the NSE platform, preceding the Relevant Date; or

(d) Rs. 235.19 per share – being the 10 trading volume weighted average price of the Company's equity shares quoted on the NSE platform, preceding the Relevant Date.

With regards to the issue of shares and other securities, the Articles of Association of the Company provide as follows: "20. The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder."



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Pursuant to the provisions of Section 62 (1) (c) of the Companies Act, the price of shares is to be determined by the valuation report of a registered valuer. A valuation report of the equity shares of the Company as on the Relevant Date obtained from Mr. Bhavin R. Patel, Registered Valuer [IBBI/RV/05/2019/11668] having address at 79, Nirman Park, B/h Pramukh Prasad Society, Manjalpur, Vadodara-390011 (Gujarat), determined the floor price as detailed below:

S. No.	Method	Amount per share (in Rs.)
[A]	As per Regulation 164 of SEBI ICDR Regulations, 2018	235.19
[B]	As per Net Asset Value (NAV) Method	77.01
[C]	As per Profit Earning Capacity Value (PECV) Method	69.31
[D]	As per Comparable Companies Multiple (CCM) Method	131.73
	<b>Highest of [A], [B], [C] and [D]:</b>	<b>235.19</b>

The highest of the floor price as determined under the provisions of SEBI ICDR Regulations, 2018 and the Articles of Association is Rs. 235.19 per share. Hence, the price of the Warrants to be allotted pursuant to the preferential issue shall be not less than Rs. 235.19 per warrant. Weblink for valuation Report is <https://www.swarajsuiting.com/uploads/notices/Swaraj-Pref-Valuation-Report-2025.pdf>

The Board of Directors have determined the Issue Price of the Warrants offered under this preferential issue at **Rs. 236/- (Rupees Two Hundred Thirty Six) per warrant.**

**vi) Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects**

Sakina Textile Private Limited, a Promoter Group company intends to subscribe 24,00,000 Warrants in the proposed issue.

Divine Suiting Private Limited, a Promoter Group company intends to subscribe 24,00,000 Warrants in the proposed issue.

**vii) Time frame within which the Preferential Issue shall be completed**



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As required under the SEBI ICDR Regulations, the Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Warrants is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

**viii) Principal terms of assets charged as securities - Not Applicable.**

**ix) Valuation and Justification for the allotment proposed to be made for consideration other than cash - Not Applicable.**

**x) Material terms of raising such securities**

- a) The Warrants, upon exercise of options by the Warrant holder, shall be converted into an equal number of Equity Shares of the Company at a face value of Rs. 10/- (Rupees Ten) per share. The Equity Shares allotted pursuant to such conversion shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights, from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- b) The Proposed Allottees of Warrants shall be required to pay an amount equivalent to at least twenty five per cent of the consideration determined in terms of Regulation 164 of SEBI ICDR Regulations against each warrant on the date of allotment of warrants and the balance seventy five per cent of the consideration at the time of conversion of warrants into equity shares against each such warrant by the warrant holder.
- c) The consideration for allotment of warrants shall be paid to the Company by the Proposed Allottees from their respective bank accounts.
- d) Allotment of warrants shall only be made in dematerialized form.
- e) The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.



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- f) In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.
- g) The Equity Shares arising from the exercise of the Warrants will be listed on the Stock Exchange subject to the receipt of necessary regulatory permissions and approvals as the case may be.

### xi) Shareholding pattern of the Company before and after the Preferential Issue/Exercise of Warrants

S.No.	Category	Pre Preferential Issue		Post Preferential Issue	
		No. of shares	% of Share-holding	No. of shares	% of Share-holding
<b>A</b>	<b><u>Promoter Holding</u></b>				
1	Indian:				
	Individual	49,01,840	22.2626	49,01,840	14.7731
	Bodies Corporate	1,16,04,420	52.7036	1,64,04,420	49.4396
	<b>Sub Total</b>	<b>1,65,06,260</b>	<b>74.9662</b>	<b>2,13,06,260</b>	<b>64.2127</b>
2	Foreign Promoters	0	0.00	0	0.0000
	<b>Sub Total(A)</b>	<b>1,65,06,260</b>	<b>74.9662</b>	<b>2,13,06,260</b>	<b>64.2127</b>
<b>B</b>	<b><u>Non-Promoter Holding</u></b>				
1	Institutional Investor	1,56,500	0.7108	1,56,500	0.4717
2	Non Institution:				
	Individual	42,57,000	19.3340	1,02,16,000	30.7889
	Bodies Corporate	3,95,500	1.7962	6,41,500	1.9333
	Others	7,03,000	3.1928	8,60,500	2.5934
	<b>Sub Total(B)</b>	<b>55,12,000</b>	<b>25.0338</b>	<b>1,18,74,500</b>	<b>35.7873</b>
	<b>Grand Total</b>	<b>2,20,18,260</b>	<b>100.00</b>	<b>3,31,80,760</b>	<b>100.00</b>



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**xii) The percentage of post Preferential Issue capital that may be held by allottees(s) and change in control, if any, in the Company consequent to the Preferential Issue**

The Equity Shares shall be allotted pursuant to conversion of Warrants issued to the Proposed Allottees (Promoter, Promoter Group and Identified Persons). Details of shareholding of proposed allottees, prior to and after the proposed Preferential Issue, are as under:

S. No.	Name of the Proposed Allottees	Pre-Preferential Issue		Post-Allotment of Equity Shares pursuant to the Preferential Issue	
		No. of Equity Shares held	Percentage held	No. of Equity Shares held	Percentage held
1.	SAKINA TEXTILE PRIVATE LIMITED	30,75,920	13.9699	54,75,920	16.5033
2.	DIVINE SUITING PRIVATE LIMITED	50,02,400	22.7193	74,02,400	22.3093
3.	MIHIR NAVINCHANDRA SHAH	-	-	1,50,000	0.4521
4.	PREETI BAJAJ	-	-	24,000	0.0723
5.	SHAVETA DUTTA	-	-	10,500	0.0316
6.	KALPESH P THAKKAR	-	-	10,500	0.0316
7.	GIRDHAR ASHUMAL GANGVANI	-	-	10,500	0.0316
8.	CHIKANI HARSHABEN N	-	-	10,500	0.0316
9.	SANGITA CHANDRESHBHAI AJANI	-	-	10,500	0.0316
10.	PRATAPBHAI R RAMOLIYA	-	-	10,500	0.0316
11.	GAUTAM CHANDRESHBHAI SACHDEV	-	-	10,500	0.0316
12.	PATEL SAGAR VINODBHAI	-	-	10,500	0.0316
13.	KAILASHKUMAR GOPALBHAI VADODARIYA	-	-	10,500	0.0316
14.	BODA PRAKASH DHIRAJLAL	-	-	10,500	0.0316
15.	DADHANIYA BRIJESH VINODBHAI	-	-	10,500	0.0316





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16.	JATIN KANTIBHAI BAVALIYA	-	-	10,500	0.0316
17.	KOMALBEN PARAGBHAI MER	-	-	10,500	0.0316
18.	VIRAJ MAHESH SHAH	-	-	10,000	0.0301
19.	GAYATREE TEJASH PARMAR	-	-	10,000	0.0301
20.	PRAVINCHANDRA B SHAH	-	-	10,000	0.0301
21.	REEMA H RANPARA	-	-	10,000	0.0301
22.	DARSHIL DHIREN SHAH	-	-	10,000	0.0301
23.	SHAH SHAURIN VIJAYKUMAR	-	-	10,000	0.0301
24.	ANKITA SANKET SHAH	-	-	10,000	0.0301
25.	JEET SANJAY SHAH	-	-	10,000	0.0301
26.	SANGHAVI VANSH VIPULKUMAR	-	-	10,000	0.0301
27.	ANKURKUMAR VINODLAL SHAH	-	-	10,000	0.0301
28.	VALLABH BHADANI	-	-	10,000	0.0301
29.	HARESH NATHABHAI RAWAT	-	-	10,000	0.0301
30.	VAIBHAV MITHALAL LODHA	-	-	10,000	0.0301
31.	VITHANI JAYMIN NARESHBHAI	-	-	10,000	0.0301
32.	AASHISH KUMAR DANI	-	-	10,000	0.0301
33.	TILAK CHANDMAL OSTWAL	-	-	10,000	0.0301
34.	ARPIT OSTWAL	-	-	10,000	0.0301
35.	TUSHAR JAGTAP	-	-	10,000	0.0301
36.	INDU MUTHA	-	-	10,000	0.0301
37.	RATAN LAL BAJAJ	-	-	10,000	0.0301
38.	SAROJBEN MAHESHBHAI DHOLAKIYA	-	-	10,000	0.0301
39.	DIPIKA NAIMESH PATEL	-	-	10,000	0.0301



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40.	BHAVISHA MAYURKUMAR CHANDRAPAL	-	-	10,000	0.0301
41.	PATEL JIGNESHKUMAR J	-	-	10,000	0.0301
42.	PANKAJBHAI MOTIBHAI PATEL	-	-	10,000	0.0301
43.	KETAN M PATEL	-	-	10,000	0.0301
44.	BHARTIBEN KISHOR ZAVERI	-	-	10,000	0.0301
45.	UMANG KAMLESH VORA	-	-	10,000	0.0301
46.	UTTAM DWARKAPRASAD MALU	-	-	10,000	0.0301
47.	CHARTERED INVESTMENT	-	-	10,000	0.0301
48.	SHAH BOSKEY VIPUL	-	-	10,000	0.0301
49.	PARAM SACHIN SHAH	-	-	10,000	0.0301
50.	NAMAN SHITAL SHAH	-	-	10,000	0.0301
51.	KSHTI SHREYAS DANI	-	-	10,000	0.0301
52.	AKSHAT KAMLESH SHAH	-	-	10,000	0.0301
53.	NIKET DILIP SHAH	-	-	10,000	0.0301
54.	VIJAYKUMAR CHUNILAL SHAH	-	-	10,000	0.0301
55.	NIRALIBEN DAHAYALAL SHAH	-	-	10,000	0.0301
56.	SHRENIK MANEKLAL SONETHA	-	-	10,000	0.0301
57.	HITESH HARILAL SHAH	-	-	10,000	0.0301
58.	DIPTY BIPINCHANDRA DOSHI	-	-	2,00,000	0.6028
59.	KRISHA VISHAL TALREJA	-	-	2,00,000	0.6028
60.	KAJAL JACKIE VORA	-	-	1,00,000	0.3014
61.	RAHUL A LALA	-	-	30,000	0.0904
62.	KAPIL KRIPLANI	-	-	40,000	0.1206
63.	MANISH KUMAR BADOLA	-	-	40,000	0.1206
64.	BIMAL KALYANDAS JOUKANI	-	-	25,000	0.0753



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65.	KAPIL RAMJI KENIYA HUF	-	-	30,000	0.0904
66.	SACHIN VELJIBHAI DAGHA	-	-	20,000	0.0603
67.	VINOD KUMAR BAPNA	-	-	45,000	0.1356
68.	RATNA CHANDRU KHIYANI	5,000	0.0227	30,000	0.0904
69.	BABITA J JAIN	-	-	20,000	0.0603
70.	JALPA D GANDHI	-	-	15,000	0.0452
71.	SUMAIYA ZUBER KHAN	-	-	10,000	0.0301
72.	HADWANI DHARAMKUMAR KISHORKUMAR	-	-	20,000	0.0603
73.	PRAJAL BHANDARI	-	-	25,000	0.0753
74.	ANERI KISHORBHAI GAMI	-	-	15,000	0.0452
75.	BHUT KHUSHBU RIKENKUMAR	-	-	25,000	0.0753
76.	SANJAY VAID	-	-	30,000	0.0904
77.	PRIYANKA VAID	-	-	30,000	0.0904
78.	PRATIK VAID	-	-	30,000	0.0904
79.	VIKAS PATNI	-	-	20,000	0.0603
80.	SHARAN SIMON	-	-	25,000	0.0753
81.	SNEH GANGWAL	-	-	25,000	0.0753
82.	DEEPAK	50,000	0.2271	1,50,000	0.4521
83.	PAYAL TANDAN SHRIVASTAVA	-	-	60,000	0.1808
84.	SWARNALI ADVISORS PVT LTD	-	-	40,000	0.1206
85.	HINA KHAN	-	-	15,000	0.0452
86.	ALI HAIDER	-	-	10,500	0.0316
87.	SUYASH SURANA	-	-	10,000	0.0301
88.	RANU TAILOR	-	-	2,500	0.0075
89.	MAMTA KICHARA	-	-	2,500	0.0075
90.	NILESH VIJAYVARGIYA	-	-	1,000	0.0030



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	<b>TOTAL</b>	<b>81,33,320</b>	<b>36.9390</b>	<b>1,49,30,320</b>	<b>44.9969</b>
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There shall be no change in control of the Company pursuant to the aforesaid Preferential Issue. However, the percentage of shareholding and voting rights exercised by Promoter Group and Identified Persons, will change in accordance with the change in the shareholding pattern as set above.

### xiii) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees

Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares to pursuant to conversion of Warrants offered to the Proposed Allottees and/or who ultimately control the proposed Allottees:

Sr. No. as per point (xii)	Name of Proposed Allottees	Natural Persons who are ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control
1	SAKINA TEXTILE PRIVATE LIMITED	MOHAMMED SABIR KHAN SAMAR KHAN NASIR KHAN
2	DIVINE SUITING PRIVATE LIMITED	MOHAMMED SABIR KHAN SAMAR KHAN
65	KAPIL RAMJI KENIYA HUF	KAPIL RAMJI KENIYA
84	SWARNALI ADVISORS PVT LTD	SWANAND SURESH PHAND

### xiv) Lock-in Period

The Warrants and Equity Shares to be allotted to the proposed allottee(s) upon conversion of the Warrants, shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.

The Equity shares allotted pursuant to conversion of Warrants issued on a preferential basis to the promoters or the promoter group shall be locked in for a period of eighteen months from the date of allotment of equity shares. The Equity shares allotted pursuant to conversion of Warrants issued on a preferential basis to persons other than the promoters and promoter group shall be locked in for a period of six months from the date of allotment of equity shares.

Being the Warrants shall not be listed on Stock Exchange, therefore the warrants shall also be locked-in for a period of one year from the date of allotment.



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The entire pre-Preferential Issue shareholding of the proposed allottees shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of warrants as specified under proviso to Regulation 167(6) of the SEBI ICDR Regulations.

**xv) Undertakings**

- a) None of the Company, its Directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations.
- b) None of its Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c) The issuer shall re-compute the issue price in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- d) If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till time such amount is paid by the allottees.

**xvi) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter**

The status of the allottee(s) that were the shareholders of the Company before the preferential issue shall remain unchanged post the preferential issue. Sakina Textile Private Limited and Divine Suiting Private Limited shall remain as Promoter Group. Ratna Chandru Khiyani and Deepak shall remain as Non-Promoter (Public).

And the proposed status of the remaining allottees shall be the Non-Promoter (Public) Shareholders post the preferential issue.

**xvii) Auditors' Certificate**

The certificate from Brij Kishore Sharma, Practicing Company Secretaries, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting. The copy of the certificate shall be placed in the meeting and Company's website link <https://www.swarajsuiting.com/uploads/notices/pcs-certificate-as-per-reg-163-2-warrants.pdf> for the Certificate is [www.swarajsuiting.com](http://www.swarajsuiting.com).

**xviii) Other disclosures**

- a) During the period from 1<sup>st</sup> April 2025 until the date of Notice of this EGM, the Company has not made any preferential issue of Equity Shares.



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- b) The identified persons and promoter/promoter group of the Company have confirmed that they have not sold or transferred any Equity Shares during the 90 trading days preceding the Relevant Date.
- c) Since the Equity Shares of the Company are listed & frequently traded on the stock exchange and the Preferential Issue to promoter entities is more than 5% of the post issue fully diluted share capital, report of the registered valuer is required under the provisions of Regulation 166A of the SEBI ICDR Regulations for the proposed Preferential Issue. The Company has taken valuation report from Independent Registered Valuer, Mr. Bhavin R Patel in terms of proviso to Regulation 164 (1) and 166A of the SEBI ICDR Regulations.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules there to and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Warrants to the proposed allottees is being sought by way of a Special Resolution as set out in the said item of the Notice. The Equity Shares to be allotted pursuant to exercise of options attached to Warrants issued on a preferential basis would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution set out at Item No. 2 of the accompanying Notice for approval by the Members of the Company.

None of the Directors except Mr. Mohammed Sabir Khan, Ms. Samar Khan & Mr. Nasir Khan, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the said resolution.

**ITEM NO. 3: TO APPROVE AND GIVE AUTHORITY TO THE BOARD OF DIRECTORS TO ADVANCE ANY LOAN OR GIVE ANY CORPORATE GUARANTEE OR PROVIDE SECURITY IN CONNECTION WITH ANY LOAN TAKEN BY ANY PERSON IN WHOM/WHICH ANY OF THE DIRECTOR OF THE COMPANY IS INTERESTED**

The Board of Directors in its meeting held on 25.11.2025 considered and discuss about the Letter of Intent No. SIDBI/LOI-BHAF 260053 dated 10/10/2025 vide which SIDBI has sanctioned financial assistance of Rs. 1022 Lakh (Rupees Ten Crore Twenty Two Lakh only) under SIDBI-Loan for Purchase of Equipment for Enterprise Development (SPEED) Scheme to M/s. Modway Suiting Private Limited, the company in which directors of the company are interested as per Explantation to Sub-section (2) of Section 185 of the Companies Act, 2013. As per terms of the Sanction Letter or LoI, the company is required to provide a corporate guarantee in favour of IDBI for loan taken by M/s. Modway Suiting Private Limited having registered office at 470, Industrial Area, Biliya Khurd, Pur Road, Bhilwara-311001.



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Further, Canara Bank had also sanctioned the Working Capital Limits of Rs. 5.00 Crore and Term Loan (GECL) of Rs. 1.12 Crores vide Letter No. 16/SL/18335/MSPL/2024-25/H dated 27.03.2025 to M/s. Modway Suiting Private Limited having registered office at 470, Industrial Area, Biliya Khurd, Pur Road, Bhilwara-311001. The Company is required to give Corporate Guarantee in favour of Canara Bank for the aforesaid Working Capital Limit and Term Loan. Later on Canara Bank vide its Letter No. 18/SL/18335/MSPL/2024-25/H dated 29<sup>th</sup> April, 2025 provides that '*II. Permitted 6 months' time frame from first disbursement for obtaining Corporate Guarantee of M/s. Swaraj Suiting Limited for extending its corporate Guarantee for proposed exposure of our bank Rs. 6.12 Crore.*'

The Board of Directors considered that in view of the provisions of Section 185 of the Companies Act, 2013 the company is required to seek prior approval of the Shareholders of the Company before execution of document of the proposed Corporate Guarantee.

The Board also considered that the Company should presently submit its undertaking for the Company's commitment for execution of guarantee documents subject to the approval of the Members and necessary action should be taken to seek the above said approval.

The members may please note that the Board of Directors of the Company would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals/financial assistance from any banks/financial institutions/body corporates and/or any other appropriate sources, from time to time, at such rate of interest as agreed by the parties in the best interest of the Company and shall ensure that the loan given and/or Guarantee given and/or Security provided to the borrowing company to be utilised for its principal business activities only. The limit mentioned in the Resolution of the Item No. 3 shall be aggregate of the Corporate Gurantee(s) for aforesaid loans/limits and proposed Loan to be given and/or Guarantee to be given and/or Security to be provided for any person in which/whom directors of the company are interested.

None of the Directors except Mr. Mohammed Sabir Khan, Ms. Samar Khan & Mr. Nasir Khan and Key Managerial Persons or their relatives has any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.

Accordingly, the Board of Directors of the Company recommends the Special resolution set out at Item No. 3 as proposed and set out in the accompanying Notice for approval of the Members in the Interest of the Company.

### **ITEM NO. 4: TO INCREASE THE BORROWING POWER UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013 UP TO RS. 1000 CRORE**



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Keeping in the view Company's existing and future financial requirements to support or grow its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits to Rs. 1000 Crore for the Company.

The Board of Directors of a Company shall not, except with the consent of Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid up capital and its free reserves as per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") and its rules thereunder.

Hence the members are requested to accord their approval to enable the Board of Directors to borrow money up to Rs. 1000Crore.

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

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

**ITEM NO. 5: TO INCREASE THE LIMIT TO CREATE CHARGE/ MORTGAGE/ HYPOTHECATION ON THE IMMOVABLE AND MOVABLE PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 UP TO RS. 1000CRORE**

The borrowings of the Company are in general, required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board of Directors / any of it's authorized Committee of the Company from time to time, in consultation with the lender(s).

It is therefore, necessary for the members to pass a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, as set out at Item No. 5 of the Notice, to enable the Board of Directors to secure its borrowing by mortgage /pledge/hypothecation/ charge or otherwise or through combination, on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company, up to an amount not exceeding Rs. 1000Crore. In accordance to the provisions of section 180(1)(a) of the Companies Act, 2013 the Board of Directors of the Company shall not, without the consent of the members in general meeting, sell,



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lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company.

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

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

### Registered Office:

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Con. No. 9660630663

By order of the Board of Directors  
For SWARAJ SUITING LIMITED

**Rahul Kumar Verma**  
Company Secretary &  
Compliance Officer

Bhilwara, 2<sup>nd</sup> December, 2025



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