SHREEDHAR SPINNERS LIMITED

(Formerly Known as Shreedhar Spinners Private Limited)

503, MATHARU ARCADE, SUBHASH ROAD, VILE PARLE EAST MUMBAI 400057 INDIA

TEL No. 91-22-45158777 EMAIL: export.spinners@shreedhar.com

GSTIN: 27ABFCS0669E1ZA CIN: L17299MH2020PLC351591

November 26, 2026

To,
National Stock Exchange of India Limited
Exchange plaza,
Bandra-Kurla Complex,
Bandra (E), Mumbai – 400051.
SYMBOL: SHREEDHAR

Dear Sir / Ma'am,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") – Notice of Extraordinary General Meeting.

Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, we wish to inform that the Extraordinary General Meeting ('EGM') of the Company will be held on Saturday, December 19, 2026 at 11:30 a.m. IST. through Video Conferencing / Other Audio-Visual Means. We are submitting herewith Notice of Extraordinary General Meeting of the Company along with explanatory statements, which is being sent through electronic mode to the Members.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolutions as set out in the EGM Notice. The e-voting shall commence on Wednesday, December 16, 2026 at 09:00 a.m. and will end on Friday, December 18, 2026 at 05:00 p.m.

The copy of the said EGM Notice is also uploaded on the website of the Company i.e. www.shreedharspinners.com.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For Shreedhar Spinners Limited

MITESH PRAVINBHAI PATEL
Digitally signed by MITESH PRAVINBHAI PATEL
Date: 2026.11.26 16:01:05 +05'30'

Mitesh Patel
Company Secretary

SHREEDHAR

SHREEDHAR SPINNERS LIMITED

(Formerly Known as Shreedhar Spinners Private Limited)

503, MATHARU ARCADE, SUBHASH ROAD, VILE PARLE EAST MUMBAI 400057 INDIA

TEL No. 91-22-45158777 EMAIL: export.spinners@shreedhar.com

GSTIN: 27ABFCS0669E1ZA CIN: L17299MH2020PLC351591

NOTICE

NOTICE is hereby given to the Shareholders (the **"Shareholders"** or the **"Members"**) of Shreedhar Spinners Limited (**"Company" / "Shreedhar"**) that an (Serial No. EGM/02/2026-27) Extra-Ordinary General Meeting (**"EGM"**) of the Company will be held on Saturday, December 19, 2026 at 11:30 a.m. IST. Through Video Conferencing / Other Audio-Visual Means to transact the following special business:

1. To approve Issue of Equity Warrants of the Company to certain identified non-promoter persons/entities on Preferential Basis:

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

"RESOLVED THAT pursuant to Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations") and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India ("SEBI") and the stock exchange where the shares of the Company are listed ("Stock Exchange"), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, the provisions of the Foreign Exchange Management Act, 1999 (the "FEMA") and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals/ sanctions / permissions and / or consents, if any, and which may be agreed by the board of directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, up to 20,84,000 (Twenty Lakh Eighty Four Thousand) equity warrants ("Warrants") at a price of Rs. 163/- per Warrant (including a premium of Rs. 153/- per Warrant), aggregating up to Rs. 33,96,92,000 (Rupees Thirty-Three Crore Ninety-Six Lakh Ninety-Two Thousand Only) with a right to the warrant holders to apply for and be allotted equivalent number of equity shares of the face value of Rs. 10/- within a period of 18 (Eighteen) months from the date of allotment of the Warrants, to the proposed allottees as mentioned below on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members **("Preferential Issue of Warrants").** Upon issue of Warrants in accordance herewith, an amount equivalent to 25% of the issue price, i.e. Rs. 40.75 per Warrant aggregating to Rs. 8,49,23,000, shall be payable upfront at the time of subscription and allotment of the Warrants.

Sr No	Name of Proposed Allottee(s)	Category	No. of warrants to be issued
1.	Nexta Enterprises LLP	Non-Promoter	6,75,000
2.	Necta Bloom Vcc - Necta Bloom One	Non-Promoter	2,45,000
3.	Ujin Pharma Limited	Non-Promoter	2,46,000
4.	Ankit Kumar Jain	Non-Promoter	1,84,000
5.	Bhavesh Pravinchandra Shah	Non-Promoter	1,23,000
6.	Sweta Kharkia	Non-Promoter	1,23,000
7.	Mayur Khetan	Non-Promoter	61,000
8.	Umesh Kalantri	Non-Promoter	61,000
9.	Rakhee Ashok Chaturvedi	Non-Promoter	61,000
10.	Chetna M Mehta	Non-Promoter	61,000
11.	Aanand Shaileshkumar Shah HUF	Non-Promoter	61,000
12.	Kadecha Nitiben Alpeshbhai	Non-Promoter	61,000
13.	Chintan Thakar	Non-Promoter	61,000
14.	Alpesh Dhirajlal Kadecha	Non-Promoter	61,000
		Total	**20,84,000**

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations the "Relevant Date" for the purpose of calculating the floor price for the issue of Warrants be and is hereby fixed as Thursday, November 19, 2026 being the weekday 30 days prior to the date of Extraordinary General Meeting i.e. Saturday, December 19, 2026.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions ("Offer Document") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Warrants shall be subject to the following terms and conditions:

I. The warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the warrants in one or more tranches within a period of 18 (Eighteen) 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. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the warrant holders.

II. An amount equivalent to 25% of the warrant issue price shall be payable at the time of subscription and allotment of each warrant and the balance 75% shall be payable by the warrant holder(s) on the exercise of the warrant(s).

III. In the event that, a warrant holder does not exercise the warrants within a period of 18 (Eighteen) months from the date of allotment of such warrants, the unexercised warrants shall lapse and the amount paid by the warrant holders on such warrants shall stand forfeited by Company.

IV. The price determined above and the number of Equity Shares to be allotted on exercise of the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

V. Apart from the said right of adjustment mentioned in (iv) above, the warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the warrant holder thereof any rights akin to that of shareholder(s) of the Company.

VI. The proposed warrants shall be issued and allotted by the Company to proposed allottee within a period of 15 (fifteen) days from the date of passing of this resolution provided that where the issue and allotment of the proposed warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date receipt of last of such approvals, if any.

VII. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations.

VIII. The warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.

IX. The allotment of the Equity Shares pursuant to exercise of warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee.

X. The Equity Shares so allotted on exercise of the warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the then existing Equity Shares of the Company.

XI. The warrants and equity shares issued pursuant to the exercise of the warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

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 this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute

discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and thereafter allotment of Equity Shares further to exercise of the warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the warrants including deciding the size and timing of any tranche of the warrants), entering into contracts, arrangements, memorandum, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants) and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the warrants, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the warrants and Equity Shares (to be issued on exercise of the warrants) with the depositories, viz. NSDL and CDSL and for the credit of such warrants / shares to the respective dematerialized securities account of the proposed allottees and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

2. To consider and approve the increase in the Borrowing Limit of the Company.

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

"**RESOLVED THAT** in supersession of the earlier resolution passed by the Members in this regard and pursuant to the provisions of Section 180(1)(c) read with Section 180(2) and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force, the

consent of the Members be and is hereby accorded to the Board of Directors of the Company ('Board', which expression shall include any committee duly authorised by the Board to the extent permitted by law) to borrow, from time to time, such sum or sums of money as the Board may consider necessary for the business of the Company, from banks, non-banking financial companies, financial institutions, bodies corporate or other lenders, in Indian rupees or foreign currency, whether secured or unsecured, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company, may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount of borrowings outstanding at any time shall not exceed **₹1,000 crore (Rupees One Thousand Crore only)**, excluding temporary loans obtained from the Company's bankers in the ordinary course of business within the meaning of Section 180(1)(c) of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms and conditions of the borrowings, including the amount, form, tenure, interest rate, repayment terms and security, if any, and to negotiate, finalise and execute or authorise the execution of such agreements, instruments and other documents, make such filings and do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorised to issue a certified true copy of this resolution to the persons and authorities concerned."

3. To consider and approve creation of mortgage, charge and other security over the assets and undertakings of the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force, the consent of the Members be and is hereby accorded to the Board of Directors of the Company ('Board', which expression shall include any committee duly authorised by the Board to the extent permitted by law) to create, from time to time and in addition to any existing security, mortgages, charges, pledges, hypothecations or other security interests, in such form and manner, with such ranking and on such terms as the Board may determine, over all or any of the movable or immovable properties and tangible or intangible assets of the Company, both present and future, including the whole or substantially the whole of any undertaking of the Company, in favour of banks, non-banking financial companies, financial institutions, bodies corporate, other lenders, debenture trustees, security trustees or their respective agents.

RESOLVED FURTHER THAT such security may be created to secure borrowings already availed of or to be availed of by the Company, in Indian rupees or foreign currency, whether by way of loans, debentures, bonds, notes or other debt instruments, provided that the aggregate principal amount of the borrowings so secured and outstanding at any time shall be within the overall borrowing limit of ₹1,000 crore (Rupees One Thousand Crore only) approved by the Members under Section 180(1)(c) of the Act under Item No. 2 of this Notice, such security may also cover interest, additional interest, premium, fees, costs, charges, expenses and other monies payable under the relevant financing and security documents.

RESOLVED FURTHER THAT the Board be and is hereby authorised to agree to such covenants and terms for the creation, ranking and enforcement of the security as may be agreed with the lenders, trustees or agents, including provisions entitling them, upon enforcement and subject to applicable law, to take possession of or dispose of the secured assets or undertaking, and to negotiate, finalise and execute or authorise the execution of the relevant documents, make such filings and do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorised to issue a certified true copy of this resolution to the persons and authorities concerned."

4. To consider and approve Granting Loans / Investments / Corporate Guarantees under Section 186 of The Companies Act, 2013:

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

"**RESOLVED THAT** in supersession of the earlier resolution passed by the Members in this regard and pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the consent of the Members be and is hereby accorded to the Board of Directors of Shreedhar Spinners Limited ('Company') to, from time to time:

(a) give loans to any person or other body corporate;
(b) give guarantees or provide securities in connection with loans to any other body corporate or person; and
(c) acquire, by way of subscription, purchase or otherwise, the securities of any other body corporate,

notwithstanding that the aggregate of such transactions may exceed the limits specified under Section 186(2) of the Act, provided that the aggregate amount of loans outstanding, investments held, guarantees outstanding and securities provided and subsisting at any time, including the Company's existing exposure under these categories, shall not exceed ₹1,000 crore (Rupees One Thousand Crore only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms and conditions of the aforesaid transactions, subject to compliance with Section 186 and other applicable provisions of the Act, including the requirements relating to approval at a meeting of the Board with the consent of all Directors present, the applicable minimum rate of interest on loans and prior approval of the public financial institution concerned, wherever required.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise and execute the necessary agreements, deeds, instruments and other documents, make the requisite

filings and do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board may authorise any Director, Key Managerial Personnel or officer of the Company to execute documents and undertake implementation activities for transactions duly approved in accordance with the Act.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorised to issue certified true copies of this resolution to the persons and authorities concerned."

5. To consider and approve related party transaction with Shreedhar Cotsyn Private Limited:

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

"**RESOLVED THAT** pursuant to provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations") including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force, applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof and Related Party Transactions Policy of the Company and subject to such approval(s) as may be necessary from time to time and based on the recommendations of Audit Committee and Board of Directors of the Company, the approval of members be and is hereby accorded to enter into / continue to enter into following transaction(s) with Shreedhar Cotsyn Private Limited, holding company, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations on such material terms and conditions as detailed in the Explanatory Statement to this resolution pursuant to Section 102(1) of the Act:

Nature of Transaction	**Amount**
Purchase of goods	₹50,00,00,000
Sale of goods	₹90,00,00,000
Combined gross ceiling	₹1,40,00,00,000

The authority under this resolution shall be valid for one year from the date of its passing. The limits specified above apply to the entire approval period, and each category shall be subject to its respective limit. The transactions shall be undertaken on the material terms disclosed in Annexure A to the Explanatory Statement.

RESOLVED FURTHER THAT the aforesaid transactions shall be undertaken in the ordinary course of business and on an arm's-length basis, on the pricing basis and material commercial

terms disclosed in explanatory statement and approved by the Audit Committee and subject to the requisite approvals being in force at the time of undertaking the transactions.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise and execute agreements, contracts and other documents, settle implementation matters and do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, within the counterparty, scope, limits and commercial parameters approved by the members and the Audit Committee and subject to applicable law.

RESOLVED FURTHER THAT the Board may delegate the implementation powers conferred by this resolution to any Committee of Directors, Key Managerial Personnel or authorised officers of the Company, as it considers appropriate."

By order of the Board of Directors
For Shreedhar Spinners Limited

Sd/-
Dharmendra Mohandas Goyal
Managing Director
DIN: 00163777

Date: November 19, 2026
Place: Mumbai

Registered Office:
503, Matharu Arcade, Subhash Road, Vile Parle East, Vileeparle (East), Mumbai, 400057, Maharashtra, India.
CIN: L17299MH2020PLC351591

SHREEDHAR

SHREEDHAR SPINNERS LIMITED

(Formerly Known as Shreedhar Spinners Private Limited)

503, MATHARU ARCADE, SUBHASH ROAD, VILE PARLE EAST MUMBAI 400057 INDIA

TEL No. 91-22-45158777 EMAIL: export.spinners@shreedhar.com

GSTIN: 27ABFCS0669E1ZA CIN: L17299MH2020PLC351591

Notes:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Extra Ordinary General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispended the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 9/2024 dated September 19, 2024 and 03/2025 dated 22 September 2025 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the General Meeting through VC/OVAM. In terms of the said circulars, the Extra Ordinary General Meeting ("EGM") of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per notes.

2. In line with the aforesaid MCA Circulars and SEBI Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Member may note that Notice has been uploaded on the website of the Company at www.shreedharspinners.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 and the EGM Notice is also available on the website of MUFG Intime India Private Limited (agency for providing the Remote e-Voting facility) i.e., https://instavote.linkintime.co.in/.

3. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ("Act") is annexed hereto.

4. Pursuant to the aforesaid MCA circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.

5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

6. The Members can join the EGM through 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 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee,

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

7. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

8. **Process and manner for members opting for voting through electronic means:**

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 14th December, 2021, 5th May, 2022, 28th December, 2022, 25th September, 2023, 19th September, 2024 and 22nd September, 2025, 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 MUFG Intime India Private Limited (MUFG) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by MUFG.

2. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e., Saturday, December 12, 2026, shall be entitled to avail the facility of remote e-voting as well as venue voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

3. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e., Saturday, December 12, 2026, shall be entitled to exercise his/her vote either electronically i.e., remote e-voting or venue voting system on the date of the EGM by following the procedure mentioned in this part.

4. The remote e-voting will commence on Wednesday, December 16, 2026 at 09:00 a.m. and will end on Friday, December 18, 2026 at 05:00 p.m. during this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e., Saturday, December 12, 2026 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by MUFG thereafter.

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

6. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Saturday, December 12, 2026.

7. The Company has appointed CS Vishal Thawani, Practising Company Secretary, Designated Partner of M/s. VTSN and Associates LLP (CP No: 17377), to act as the Scrutinizer for conducting the remote e-voting process as well as the venue voting process on the date of the EGM, in a fair and transparent manner.

9. Process for those shareholders whose email ids are not registered:

a) For physical shareholders- Please provide necessary details like folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA email id: shreedharspinners.smeipo@in.mpms.mufg.com.

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

10. The instructions for Shareholders for Remote E-Voting are as under:

The e-voting period begins on Wednesday, December 16, 2026 at 09:00 a.m. and will end on Friday, December 18, 2026 at 05:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Saturday, December 12, 2026 may cast their vote electronically. The e-voting module shall be disabled by MUFG for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
c) Enter the OTP received on your registered email ID/ mobile number and click on login.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".
b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
c) Enter the last 4 digits of your bank account / generate 'OTP'
d) Post successful registration, user will be provided with Login ID and password.
e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com
b) Click on the "Login" tab available under 'Shareholder/Member' section.
c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.
b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.
e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
b) Enter existing username, Password & click on "Login".
c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website
b) After Successful login, user shall navigate through "e-voting" option.
c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

SHREEDHAR SPINNERS LIMITED

(Formerly Known as Shreedhar Spinners Private Limited)

503, MATHARU ARCADE, SUBHASH ROAD, VILE PARLE EAST MUMBAI 400057 INDIA

TEL No. 91-22-45158777 EMAIL: export.spinners@shreedhar.com

GSTIN: 27ABFCS0669E1ZA CIN: L17299MH2020PLC351591

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab.
b) Enter details as under:
   1. User ID: Enter User ID
   2. Password: Enter existing Password
   3. Enter Image Verification (CAPTCHA) Code
   4. Click "Submit".
   (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")



Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:
   1. User ID: Enter User ID
   2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
   3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
   4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
      - Shareholders, holding shares in NSDL form, shall provide 'point 4' above.
      - Shareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.
      - Shareholders, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
   5. Set the password of your choice.
   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
   6. Enter Image Verification (CAPTCHA) Code.
   7. Click "Submit" (You have now registered on InstaVote).
   Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).



STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
B. Select 'View' icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in
B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
C. Fill up your entity details and submit the form.
D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote).

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
B. Click on "Investor Mapping" tab under the Menu section
C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2) 'Investor's Name - Enter Investor's Name as updated with DP.

3) 'Investor PAN' - Enter your 10-digit PAN.

4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at evoting@nsdl.co.in 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in



- Click on **"Login"** under 'SHARE HOLDER' tab.
- Further Click on **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab

- Further Click on **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/ DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

SHREEDHAR

SHREEDHAR SPINNERS LIMITED

(Formerly Known as Shreedhar Spinners Private Limited)
503, MATHARU ARCADE, SUBHASH ROAD, VILE PARLE EAST MUMBAI 400057 INDIA
TEL No. 91-22-45158777 EMAIL: export.spinners@shreedhar.com
GSTIN: 27ABFCS0669E1ZA CIN: L17299MH2020PLC351591

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

Item No. 1:

The Board has explored various options and proposed to raise funds by way of issue of Equity Warrants on preferential basis, for the purpose as detailed below. The Board of Directors of the Company ("Board") in their meeting held on Thursday, November 19, 2026 subject to necessary approval(s), have approved the proposal for raising of funds by way of issue of up to 20,84,000 equity warrants ("Warrants") at a price of Rs. 163/- per warrant (Including a premium of Rs. 153/- per Equity Warrant) ("Warrant Issue Price") aggregating up to Rs. 33,96,92,000/-with a right to the warrant holders to apply for and be allotted equivalent number of equity shares of the face value of Rs. 10/- of the Company within a period of 18 (Eighteen) months from the date of allotment of the Warrants and to the proposed allottees as mentioned below on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

Sr. No.	Name of Proposed Allottee(s)	Category	No. of Warrants to be allotted
1.	Nexta Enterprises LLP	Non-Promoter	6,75,000
2.	Necta Bloom Vcc - Necta Bloom One	Non-Promoter	2,45,000
3.	Ujin Pharma Limited	Non-Promoter	2,46,000
4.	Ankit Kumar Jain	Non-Promoter	1,84,000
5.	Bhavesh Pravinchandra Shah	Non-Promoter	1,23,000
6.	Sweta Kharkia	Non-Promoter	1,23,000
7.	Mayur Khetan	Non-Promoter	61,000
8.	Umesh Kalantri	Non-Promoter	61,000
9.	Rakhee Ashok Chaturvedi	Non-Promoter	61,000
10.	Chetna M Mehta	Non-Promoter	61,000
11.	Aanand Shaileshkumar Shah HUF	Non-Promoter	61,000
12.	Kadecha Nitiben Alpeshbhai	Non-Promoter	61,000
13.	Chintan Thakar	Non-Promoter	61,000
14.	Alpesh Dhirajlal Kadecha	Non-Promoter	61,000

In terms of Section 62 (read with section 42 of the Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of Chapter V "Preferential Issue" of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the Preferential Issue requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members for the resolution as set out in the notice, by way of a special resolution.

The issue of the Warrants shall be subject to the following terms and conditions:

I. The warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the warrants in one or more tranches within a period of 18 (Eighteen) 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. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the warrant holders.

II. An amount equivalent to 25% of the warrant issue price shall be payable at the time of subscription and allotment of each warrant and the balance 75% shall be payable by the warrant holder(s) on the exercise of the warrant(s).

III. In the event that, a warrant holder does not exercise the warrants within a period of 18 (Eighteen) months from the date of allotment of such warrants, the unexercised warrants shall lapse and the amount paid by the warrant holders on such warrants shall stand forfeited by Company.

IV. The price determined above and the number of Equity Shares to be allotted on exercise of the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

V. Apart from the said right of adjustment mentioned in (iv) above, the warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the warrant holder thereof any rights akin to that of shareholder(s) of the Company.

VI. The proposed warrants shall be issued and allotted by the Company to proposed allottee within a period of 15 (fifteen) days from the date of passing of this resolution provided that where the issue and allotment of the proposed warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date receipt of last of such approvals, if any.

VII. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations.

VIII. The warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.

IX. The allotment of the Equity Shares pursuant to exercise of warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee.

X. The Equity Shares so allotted on exercise of the warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the then existing Equity Shares of the Company.

XI. The warrants and equity shares issued pursuant to the exercise of the warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

SHREEDHAR

SHREEDHAR SPINNERS LIMITED

(Formerly Known as Shreedhar Spinners Private Limited)
503, MATHARU ARCADE, SUBHASH ROAD, VILE PARLE EAST MUMBAI 400057 INDIA
TEL No. 91-22-45158777 EMAIL: export.spinners@shreedhar.com
GSTIN: 27ABFCS0669E1ZA CIN: L17299MH2020PLC351591

The following disclosures for the issue of equity warrants on preferential basis are made in accordance with the provisions of Section 62 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and SEBI (ICDR) Regulations:

i. The objects of the preferential issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

1. **Civil Construction and Infrastructure Development –** The Company proposes to utilise the issue proceeds towards civil construction, expansion, renovation, modification and development of its existing and/or proposed manufacturing and operational facilities for enhancement of its production and operational capacity. Such utilisation may include expenditure towards construction and development of factory buildings, sheds, warehouses, storage facilities, office premises, utilities, internal roads, drainage systems, electrical installations, water and sanitation facilities, site development and other allied civil and infrastructure works.

2. **General Corporate Purpose** - An amount of up to 25% (twenty-five percent) of the issue proceeds shall be utilized towards general corporate purposes. This includes, but is not limited to, meeting general corporate exigencies, contingencies, administrative and operational costs, and other purposes as permitted under applicable laws, as may be determined by the Board from time to time.

The proceeds raised through the Preferential Issue ("Issue Proceeds") shall be used as follows:

Purpose	**Total estimated amount to be utilised for each of the Objects***	**Tentative Timeline for utilization**	**Till funds are utilized, disclose the mode in which funds will be kept**
Civil Construction and Infrastructure Development	26,00,00,000	Within 12 months from the date of receipt of funds	Deposited in Schedule Commercial Bank, in Cash credit / Fixed Deposit accounts
General Corporate Purposes	7,96,92,000		

*Considering 100% subscription of equity warrants including conversion of warrants into equity shares within the stipulated time.

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds of warrants shall be received by the Company in one or more tranches as per the resolution within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds (as set out herein).

The above stated fund requirements are based on internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They

are based on current circumstances of our business. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as financial, market and sectoral conditions, competitive environment, business performance and strategy and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management, however the same will be done in compliance with applicable laws.

ii. The total number of warrants or other securities to be issued:

The Board, in its meeting held on Thursday, November 19, 2026 subject to necessary approval(s), have approved the proposal for raising of funds by way of issue up to 20,84,000 equity warrants ("Warrants") at a price of Rs. 163/- per warrant ("Warrant Issue Price") aggregating up to Rs. 33,96,92,000/-.

iii. amount which the company intends to raise by way of such securities

Amount to be raised by issue of Warrants is up to Rs. 33,96,92,000/-

iv.The price or price band at which the allotment is proposed:

Issue Price is fixed at Rs. 163/- (Including a premium of Rs. 153/-) per Equity Warrant.

v. Basis on which the price has been arrived at:

The equity shares of the Company are listed on NSE Emerge, the SME platform of the National Stock Exchange of India Limited ("NSE"), and are frequently traded within the meaning of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations").

Since the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the Relevant Date, the floor price determined under Regulation 164(1) of the SEBI ICDR Regulations is the higher of the following:

i. The 90 trading days' volume weighted average price of the equity shares of the Company quoted on NSE preceding the Relevant Date, being ₹110.23 per equity share; and.

ii. The 10 trading days' volume weighted average price of the equity shares of the Company quoted on NSE preceding the Relevant Date, being ₹158 per equity share.

Accordingly, the floor price determined under Regulation 164(1) of the SEBI ICDR Regulations is ₹158 per equity share.

Further, the Company has obtained a valuation report from an independent registered valuer in accordance with the requirements of Articles of Association and applicable SEBI ICDR Regulations. The valuation report issued by Procurve Valux Private Limited, bearing IBBI Registration No. IBBI/RV-E/02/2025/218, having its office at E-716, Ganesh Glory 11, Jagatpur, Off S. G. Highway, Ahmedabad–382481, and signed by CA Sejal Agrawal, Director, determines a price of ₹156 per equity share.

For determining the floor price of the proposed preferential issue, the Company has considered the pricing requirements under Regulation 164(1), the valuation report obtained from an independent registered valuer as per applicable regulations of the SEBI ICDR Regulations and the applicable provisions of its Articles of Association, if any. Accordingly, the applicable floor price, being the higher of the price determined under Regulation 164(1) and the price determined in the independent registered valuer's report, is ₹158 per equity share.

The Board of Directors has approved an issue price of ₹163 per convertible warrant, each warrant being convertible into one equity share of the Company, which is not less than the applicable floor price determined in accordance with Chapter V of the SEBI ICDR Regulations.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

Nevertheless, If the Company is required to re-compute the price, then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the specified securities shall continue to remain locked in until such amount is paid by the respective allottees.

vi. The relevant date on the basis of which price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Warrants is Thursday November 19, 2026, being the weekday 30 days prior to the date of Extraordinary General Meeting i.e. Saturday, December 19, 2026.

vii. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Issue of warrants is proposed to be made to the allottees belonging to Non-Promoter (Public) category.

viii. Intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:

The preferential issue of equity warrants is proposed to be made to the proposed allottees belonging to Non-Promoter (Public) category.

Therefore, none of the Promoters, members of the Promoter Group, Directors, Key Managerial Personnel or Senior Management of the Company intend to subscribe to the offer of equity warrants.

ix.The proposed time within which the allotment shall be completed:

Under Regulation 170 of the SEBI (ICDR) Regulations, Preferential Allotment of the Equity Warrants is required to be completed within a period of 15 (fifteen) days from the date of

passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

x. The percentage (%) of Post Preferential Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Preferential Issue:

Sr No	Name of Proposed Allottee(s)	Category	Pre- Preferential Issue as on November 19, 2026		No. of Warrants to be Allotted	Post Allotment of Warrants pursuant to the Preferential allotment (Assuming conversion of warrants already issued and proposed to be issued)	
			No. of Equity Shares Held	% Held		No. of Equity Shares	Percentage (%)
Below is the list of Proposed Allottee(s) of 20,84,000 Fully Convertible Equity Warrants							
1.	Nexta Enterprises LLP	Non-Promoter	-	-	6,75,000	6,75,000	2.76
2.	Necta Bloom Vcc - Necta Bloom One	Non-Promoter	5,66,000	2.64	2,45,000	8,11,000	3.32
3.	Ujin Pharma Limited	Non-Promoter	5,50,000	2.57	2,46,000	7,96,000	3.26
4.	Ankit Kumar Jain	Non-Promoter	-	-	1,84,000	1,84,000	0.75
5.	Bhavesh Pravinchandra Shah	Non-Promoter	-	-	1,23,000	1,23,000	0.50
6.	Sweta Kharkia	Non-Promoter	1,04,000	0.49	1,23,000	2,27,000	0.93
7.	Mayur Khetan	Non-Promoter	34,000	0.16	61,000	95,000	0.39
8.	Umesh Kalantri	Non-Promoter	-	-	61,000	61,000	0.25
9.	Rakhee Ashok Chaturvedi	Non-Promoter	52,000	0.24	61,000	1,13,000	0.46
10.	Chetna M Mehta	Non-Promoter	-	-	61,000	61,000	0.25
11.	Aanand Shaileshkumar Shah HUF	Non-Promoter	-	-	61,000	61,000	0.25
12.	Kadecha Nitiben Alpeshbhai	Non-Promoter	-	-	61,000	61,000	0.25
13.	Chintan Thakar	Non-Promoter	-	-	61,000	61,000	0.25
14.	Alpesh Dhirajlal Kadecha	Non-Promoter	-	-	61,000	61,000	0.25

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of Equity Warrants of the Company.

xi. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the FY 2026-27, the Company has made preferential allotment on October 27, 2026 of 9,00,900 fully convertible warrants to the 8 allottees, at an issue price of Rs. 113/- per warrant.

xii. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

xiii. The Shareholding pattern of the Company before and after the allotment of securities under the preferential issue:

Sr. No	Category	Pre-Issue Shareholding		Post Allotment of Equity Warrants pursuant to the Preferential allotment (Assuming conversion of all warrants i.e. warrants proposed to be issued and warrants already issued)	
		No. of shares	%	No. of shares	%
	A. Promoter Holding				
1	**Indian**				
	Individual	5,75,000	2.68	10,25,000	4.20
	Bodies Corporate	1,45,34,600	67.80	1,49,85,500	61.36
	Sub Total	**1,51,09,600**	**70.48**	**1,60,10,500**	**65.56**
2	**Foreign Promoters**	-	-	**-**	**-**
	Sub Total (A)	**1,51,09,600**	**70.48**	**1,60,10,500**	**65.56**
	B. Non-promoters' holding				
1	**Institutional Investors**				
	Alternate Investment Funds	24,000	0.11	24,000	0.10
	NBFCs registered with RBI	3,78,000	1.76	3,78,000	1.55
	Foreign Portfolio Investors Category I	6,95,000	3.24	9,40,000	3.85
2	**Non-Institution**				
	Bodies Corporate	6,92,000	3.23	9,38,000	3.84
	Non-Resident Indians	8,000	0.04	8,000	0.03
	Public (Including Any other)	45,31,400	21.14	61,24,400	25.08
	Sub Total (B)	**63,28,400**	**29.52**	**84,12,400**	**34.44**
	Grand Total	**2,14,38,000**	**100.00**	**2,44,22,900**	**100.00**

Note: The Company has made allotment of 9,00,900 convertible warrants on October 27, 2026, apart from this there are no other outstanding convertible securities as on date of this notice and the pre-issue shareholding Patterns is as of November 13, 2026.

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

Sr. No.	Name of Proposed Allottee (s)	Current status of proposed allottee	Proposed status of allottee post the preferential issue
1.	Nexta Enterprises LLP	Non-Promoter	Non-Promoter
2.	Necta Bloom Vcc - Necta Bloom One	Non-Promoter	Non-Promoter
3.	Ujin Pharma Limited	Non-Promoter	Non-Promoter
4.	Ankit Kumar Jain	Non-Promoter	Non-Promoter
5.	Bhavesh Pravinchandra Shah	Non-Promoter	Non-Promoter
6.	Sweta Kharkia	Non-Promoter	Non-Promoter
7.	Mayur Khetan	Non-Promoter	Non-Promoter
8.	Umesh Kalantri	Non-Promoter	Non-Promoter
9.	Rakhee Ashok Chaturvedi	Non-Promoter	Non-Promoter
10.	Chetna M Mehta	Non-Promoter	Non-Promoter
11.	Aanand Shaileshkumar Shah HUF	Non-Promoter	Non-Promoter
12.	Kadecha Nitiben Alpeshbhai	Non-Promoter	Non-Promoter
13.	Chintan Thakar	Non-Promoter	Non-Promoter
14.	Alpesh Dhirajlal Kadecha	Non-Promoter	Non-Promoter

xv. Lock-In Period:

The Equity warrants to be allotted shall be subject to lock-in for such period as specified under the provisions of relevant Regulation(s) of SEBI (ICDR) Regulations.

The pre preferential holding of the proposed allottees, if any, shall be locked in, under Regulation 167(6) of the SEBI (ICDR) Regulations.

xvi. The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

Sr. No	Name of Proposed Allottee	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued	Pre- Preferential Issue as on November 19, 2026		No. of Equity Warrants to be allotted	Post Allotment of Warrants pursuant to the Preferential allotment	
			No. of Equity Shares/ Warrants Held	% Held		No. of Equity Shares	Percentage (%)
1.	Nexta Enterprises LLP	1. Geeta Chetan Shah 2. Hardik Mahendra Shah	-	-	6,75,000	6,75,000	2.76
2.	Necta Bloom Vcc - Necta Bloom One	NA	5,66,000	2.64	2,45,000	8,11,000	3.32

3.	Ujin Pharma Limited	1. Umang Ketan Mehta 2. Jinesh Rasiklal Sheth	5,50,000	2.57	2,46,000	7,96,000	3.26
4.	Aanand Shaileshkumar Shah HUF	Aanand Shaileshkumar Shah	-	-	61,000	61,000	0.25

xvii. Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

However, the Company undertakes to re-compute the price of the Equity Shares and warrants in terms of the preferential allotment under this resolution as per the provision of the SEBI (ICDR) Regulations, 2018 where it is required to do so. The Company undertakes that if the amount payable on account of re computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

xviii. Disclosure specified in Schedule VI of SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower.

Neither the Company nor its Promoters or Directors have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Promoters or Directors are a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

xix. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the Equity Shares to be allotted pursuant to conversion of warrants and the Equity Shares so allotted shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

xx. Valuation Report from an Independent Registered Valuer:

The Company has obtained a Valuation Report from CA Sejal Agrawal, Director of Procurve Valux Private Limited, Registered Valuer having IBBI Registration No. IBBI/RV-E/02/2025/218, having office at E-716, Ganesh Glory 11, Jagatpur, Off S.G. Highway, Ahmedabad, Gujarat, India - 382481, for determining the value/fair value of the Equity Shares of the Company for the purpose of the proposed Preferential Issue.

The aforesaid Valuation Report is available on the website of the Company and may be accessed at the following direct link: https://shreedharspinners.com/wp-content/uploads/2026/11/Valuation_Report_Shreedhar_19_11_2026.pdf

xxi. Practicing Company Secretary's Certificate:

The certificate from M/s Prachi Bansal and Associates, Practicing Company Secretary, 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 and will also be made available on the Company's website and will be accessible at link: https://shreedharspinners.com/wp-content/uploads/2026/11/CS_Certificate_Shreedhar_24_nov_26.pdf

xxii. Principal terms of assets charged as securities:

Not applicable

xxiii. Monitoring of Utilization of Funds:

As the issue size is less than ₹100 Crore, the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the SEBI ICDR Regulations.

xxiv. Other Disclosures/Undertaking:

a. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;

b. Neither the Company nor its directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

c. The proposed allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.

d. The Company is in compliance with the conditions for continuous listing;

e. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 1 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders and proposed allottees of the Company.

SHREEDHAR

SHREEDHAR SPINNERS LIMITED

(Formerly Known as Shreedhar Spinners Private Limited)

503, MATHARU ARCADE, SUBHASH ROAD, VILE PARLE EAST MUMBAI 400057 INDIA

TEL No. 91-22-45158777 EMAIL: export.spinners@shreedhar.com

GSTIN: 27ABFCS0669E1ZA CIN: L17299MH2020PLC351591

Item No. 2:

The Members had previously authorised the Board of Directors to borrow up to an aggregate limit of ₹250 crore under Section 180(1)(c) of the Companies Act, 2013. Having regard to the Company's present and anticipated funding requirements, the Board proposes to increase the aggregate borrowing limit to ₹1,000 crore (Rupees One Thousand Crore only).

The Company may require funds from time to time to finance its working capital cycle, including procurement of raw materials, holding of inventory and funding of receivables. The Company may also require funds for capital expenditure, including acquisition, replacement or modernisation of plant and machinery, expansion of manufacturing facilities, refinancing of existing borrowings and other requirements of its spinning business. The revised limit would give the Board flexibility to match the amount and tenure of financing to the underlying business requirement and to negotiate the terms of each facility with the relevant lenders.

Under Section 180(1)(c) of the Act, the consent of the Members by way of a special resolution is required where the monies proposed to be borrowed, together with the monies already borrowed by the Company, exceed the aggregate of its paid-up share capital, free reserves and securities premium. Temporary loans obtained from the Company's bankers in the ordinary course of business, within the meaning of that section, are excluded. Section 180(2) requires the special resolution to specify the total amount up to which the Board may borrow.

The proposed limit of **₹1,000 crore** represents the maximum aggregate amount of borrowings that may remain outstanding at any time under the proposed authority, subject to the statutory exclusion for temporary loans. The amount actually borrowed, the timing of drawdowns, the financing route and the terms of each facility will be determined by the Board having regard to the Company's funding requirements and the terms available at the relevant time. Upon approval by the Members, the proposed resolution will supersede the earlier borrowing resolution.

None of the Directors, Manager, if any, other Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution, except to the extent of their respective shareholdings in the Company, if any.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the Members.

Item No. 3:

In connection with existing and future borrowings, lenders or trustees may require the Company to create security over specified assets or undertakings. Depending on the terms of a facility, the security may comprise a mortgage or charge over immovable properties, a charge or hypothecation over plant and machinery, inventories, receivables or other movable assets, a pledge, or any other security interest over present or future assets of the Company. The Board may agree to the form, ranking and terms of the security with the lenders, trustees or agents concerned.

Financing and security documents may provide for enforcement of the security upon default, including the right to take possession of or dispose of the secured assets. Where a security package extends to the whole or substantially the whole of an undertaking of the Company, its enforcement could result in disposal of the whole or substantially the whole of that undertaking. Accordingly, the consent of the Members is sought by way of a special resolution under Section 180(1)(a) of the Act to enable the Board to create such security and agree to the related enforcement provisions.

The proposed approval is linked to the borrowing limit under Item No. 3. The aggregate outstanding principal amount of the borrowings secured under this authority will be within ₹1,000 crore (Rupees One Thousand Crore only). The security may also cover interest, premium, fees, costs, charges, expenses and other amounts payable under the financing and security documents. The assets to be offered as security, the ranking of the security and the relevant covenants will be determined for each financing arrangement.

None of the Directors, Manager, if any, other Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution, except to the extent of their respective shareholdings in the Company, if any.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

Item No. 4:

Section 186(2) of the Companies Act, 2013 ('Act') prescribes limits for giving loans, providing guarantees or securities in connection with loans and acquiring securities of other bodies corporate. The aggregate of these transactions is ordinarily restricted to sixty per cent of the Company's paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is higher. Transactions exceeding these limits require prior approval of the Members by way of a special resolution under Section 186(3), subject to the exemptions provided under the Act.

The Company may, from time to time, have opportunities to deploy available funds through investments or provide financial assistance by way of loans, guarantees or securities, having regard to its business requirements and commercial interests. To enable the Board to consider such opportunities and undertake the relevant transactions, it is proposed to obtain the approval of the Members for an aggregate ceiling of ₹1,000 crore (Rupees One Thousand Crore only) under Section 186 of the Act.

The proposed ceiling will include the Company's existing loans outstanding, investments held, guarantees outstanding and securities provided and subsisting. Accordingly, the aggregate exposure under these categories shall remain within ₹1,000 crore at any time. Upon approval by the Members, the proposed resolution will supersede the earlier resolution passed in this regard.

The Board will consider individual transactions having regard to their purpose, commercial terms, availability of funds, financial position of the recipient or investee and the Company's interests. Each transaction will be undertaken subject to the applicable provisions of the Act, including the Board approval requirements, the minimum lending rate prescribed

under Section 186(7) and approval of the public financial institution concerned, wherever required. Applicable approvals under Section 185, the SEBI Listing Regulations and other laws will also be obtained where necessary.

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

None of the Directors, the Manager, if any, other Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholdings in the Company, if any.

Item No. 5:

The Company proposes to enter into or continue to enter into transactions with Shreedhar Cotsyn Private Limited for the sale and purchase of goods. The Company carries on business in both domestic and overseas markets and in connection with its business operations, regularly purchases goods from and sells goods to Shreedhar Cotsyn Private Limited, which is a promoter and the holding company of the Company and accordingly, a related party. The transactions are undertaken in the ordinary course of business, on an arm's-length basis and in the commercial interests of the Company.

The Company's equity shares are listed on NSE EMERGE with effect from 1 July 2026. The Company is seeking prior approval of the Members under Regulation 23(4) of the SEBI Listing Regulations for the proposed material related party transactions.

For an SME-listed entity to which Regulation 23 applies, related party transactions are material if their value, individually or together with previous transactions during the financial year, exceeds the lower of ₹50 crore and 10% of annual consolidated turnover as per the last audited financial statements. The applicable threshold for the Company is ₹14.64 crore, based on audited turnover of ₹146.38 crore for FY 2025-26. basis.

Hence, the proposed transactions for purchase and sell of goods with Shreedhar Cotsyn Private Limited are proposed to be undertaken at arm's length basis and in the ordinary course of business on such terms and conditions as may be mutually agreed between the parties. However, in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members is required for material related party transactions

The Audit Committee and the Board of Directors of the Company at their respective meetings held on November 19, 2026, approved and recommended for approval of members, the aforesaid related/material related party transactions.

As per the provisions of Regulation 23(4) of the Listing Regulations, no related party shall vote to approve such resolutions whether the entity is a related party to the particular

transaction or not. Accordingly, all related parties of the Company, including the promoter and promoter group, shall abstain from voting on the Resolution at item no. ___

No valuation report or external party report was obtained or considered by the Audit Committee while approving the said Related Party Transaction. Accordingly, no web-link or QR Code is being provided.

The Audit Committee has reviewed the certificate provided by the Managing Director, Whole Time Director and Chief Financial Officer of the Company as required under the RPT Industry Standards and that these material-related party transactions shall be in the ordinary course of business, on arm's length basis and in the interest of the Company.

Since, Shreedhar Cotsyn Private Limited is the holding company and the promoter of the Company, the promoters and the members of the promoter group are requested to refrain from voting on the resolution.

The relevant agreements or draft agreements and supporting documents referred to in this Statement will be available for inspection by Members at the registered office of the Company during business hours on working days until the date of the Extraordinary General Meeting and at the meeting.

The nature and extent of the concern or interest, financial or otherwise, of the Directors, other Key Managerial Personnel and their respective relatives in the proposed transactions are set out in Annexure B. Except as disclosed therein, none of them is concerned or interested in the proposed resolution. The Audit Committee and the Board of Directors recommend the Resolution No. 5 of the notice for the approval of the Members as an Ordinary Resolution.

The following information is provided for consideration by the Members under the applicable SEBI requirements on minimum information for approval of related party transactions.

SHREEDHAR

SHREEDHAR SPINNERS LIMITED

(Formerly Known as Shreedhar Spinners Private Limited)
503, MATHARU ARCADE, SUBHASH ROAD, VILE PARLE EAST MUMBAI 400057 INDIA
TEL No. 91-22-45158777 EMAIL: export.spinners@shreedhar.com
GSTIN: 27ABFCS0669E1ZA CIN: L17299MH2020PLC351591

Annexure A: Related party transaction disclosures

S. No.	Requirements	Related Party Details
1	Name of the related party	Shreedhar Cotsyn Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Trading of cotton and yarn
4	Relationship between the listed entity and the related party (including nature of its concern (financial or otherwise)	Shreedhar Cotsyn Private Limited is Holding Company.
5	Shareholding of the listed entity, whether direct/indirect, in the related party.	Nil
6	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity	Not Applicable
7	Shareholding of the related party, whether direct/indirect, in the listed entity	Shreedhar Cotsyn Private Limited, the promoter and holding company of Shreedhar Spinners Limited, directly holds **1,44,99,600 equity shares**, representing **67.64%** of the Company's paid-up equity share capital.
8	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year:	The aggregate gross value of the above transactions, including loan drawdowns, principal repayments and interest payments, was ₹2,948.84, in Lakhs.
9	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	The aggregate gross value of all transactions undertaken by the Company with Shreedhar Cotsyn Private Limited during FY 2026–27 up to 30 September 2026 was ₹ 2,662.18 lakh.
10	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil

SHREEDHAR

SHREEDHAR SPINNERS LIMITED

(Formerly Known as Shreedhar Spinners Private Limited)
503, MATHARU ARCADE, SUBHASH ROAD, VILE PARLE EAST MUMBAI 400057 INDIA
TEL No. 91-22-45158777 EMAIL: export.spinners@shreedhar.com
GSTIN: 27ABFCS0669E1ZA CIN: L17299MH2020PLC351591

S. No.	Requirements	Related Party Details
11	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Approval is sought for the proposed purchase of goods from Shreedhar Cotsyn Private Limited up to **₹50 crore** and the proposed sale of goods to it up to **₹90 crore**, subject to a combined aggregate ceiling of **₹140 crore (Rupees One Hundred Forty Crore only)**.
12	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
13	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	Based on Shreedhar Spinners Limited's annual consolidated turnover of **₹146.38 crore** for FY 2025–26, the proposed purchase of goods from Shreedhar Cotsyn Private Limited up to **₹50 crore** represents **34.16%** of such turnover, and the proposed sale of goods to it up to **₹90 crore** represents **61.48%**. The combined aggregate ceiling of **₹140 crore** represents **95.64%** of such turnover.
14	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable
15	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Based on Shreedhar Cotsyn Private Limited's audited consolidated revenue from operations of **₹36,027.90 lakh** for FY 2025–26, the proposed purchase of goods from it up to **₹50 crore** represents **13.88%** of its consolidated turnover, and the proposed sale of goods to it up to **₹90 crore** represents **24.98%**. The combined aggregate ceiling of **₹140 crore** represents **38.86%** of its consolidated turnover.

S. No.	Requirements	Related Party Details
16	Financial performance of the related party for the immediately preceding financial year.	As per its audited standalone financial statements for the financial year ended 31st March 2026, Shreedhar Cotsyn Private Limited recorded revenue from operations of ₹22,780.35 lakh and a profit after tax of ₹33.48 lakh. Its net worth as at 31 March 2026 was ₹2,010.19 lakh.
17	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.	Sale and Purchase of goods
18	Details of each type of the proposed transaction	**Purchase of goods:** The Company will purchase goods, including cotton and yarn, from Shreedhar Cotsyn Private Limited to meet its procurement requirements, up to an aggregate value of **₹50 crore**. **Sale of goods:** The Company will sell goods, including yarn manufactured by it to Shreedhar Cotsyn Private Limited, up to an aggregate value of **₹90 crore**. These sales will enable the Company to reach overseas customers through the holding company's established export network. The description, quantity, quality specifications, price, delivery schedule, credit period, payment terms and other commercial terms shall be agreed for each transaction and recorded in the relevant purchase order, sales order or other transaction document, as applicable. Pricing shall be determined with reference to prevailing market conditions

S. No.	Requirements	Related Party Details
		and comparable terms for similar transactions, wherever available, taking into account factors such as quality, volume, delivery and credit terms. The transactions shall be undertaken in the ordinary course of business and on an arm's length basis.
19	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One year from the date of shareholder approval for entering into transactions under this resolution.
20	Whether omnibus approval is being sought?	Yes
21	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The aggregate value of the proposed transactions with Shreedhar Cotsyn Private Limited shall not exceed **₹140 crore** during the one-year approval period, comprising purchases of goods of up to **₹50 crore** and sales of goods of up to **₹90 crore**. **Purchase of Goods: -** FY 2026-27: Rs. 25 Crores FY 2027-28: Rs. 25 Crores **Sale of Goods: -** FY 2026-27: Rs. 45 Crores FY 2027-28: Rs. 45 Crores However, the timing and frequency of purchases and sales may vary depending on the cotton harvesting season, the resulting availability of cotton and the Company's business requirements.
22	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Shreedhar Cotsyn Private Limited ("Cotsyn"), the holding company of Shreedhar Spinners Limited (the "Company"), is a recognised Star Export House engaged in the trading of cotton and yarn. Cotsyn has over 15 years of experience in the fibre

S. No.	Requirements	Related Party Details
		and yarn business and an established customer base in international markets. Over the past three years, Cotsyn has marketed and sold yarn manufactured by the Company to overseas customers. The Company currently reaches overseas customers through Cotsyn and other exporters, as it does not have a dedicated export marketing team. The proposed sales to Cotsyn will enable the Company to continue serving existing overseas customers and meet additional demand through an established export channel. The Company may also sell to other exporters based on the price offered, order quantities, payment terms, delivery requirements and suitability of the export channel for each order. The proposed purchases from Cotsyn will provide the Company with an established source of cotton, yarn and other goods covered by the proposed approval. The Company will assess each purchase based on availability, quality, conformity with required specifications, price, delivery timelines and other relevant commercial terms. The proposed limits of **₹50 crore for purchases** and **₹90 crore for sales**, subject to a **combined ceiling of ₹140 crore**, have been determined having regard to the Company's anticipated procurement and sales requirements during the approval period, its planned increase in production capacity and potential fluctuations in cotton and yarn

S. No.	Requirements	Related Party Details
		prices. These amounts represent the maximum transaction values for the approval period. Actual purchases and sales will depend on production levels, customer orders, prevailing market conditions and the commercial terms available from independent parties. The Company will benchmark prices and other material terms against prevailing market conditions and, where available, comparable terms offered by independent parties. Each transaction will be undertaken in the ordinary course of business, on an arm's-length basis and in the commercial interests of the Company, subject to the applicable approvals, the respective and combined limits, and the commercial terms approved by the Audit Committee.
23	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP whether direct or indirect, in the related party	Shreedhar Cotsyn Private Limited, the promoter and holding company of Shreedhar Spinners Limited (the "Company"), is directly interested in the proposed transactions as the counterparty. **(a) Names of interested Directors and Key Managerial Personnel** The names of the Directors and Key Managerial Personnel of the Company who are directly or indirectly interested in the proposed transactions are set out in **Annexure B**. **(b) Direct or indirect shareholding** The details of the direct and indirect shareholding, if any, of such Directors and Key Managerial

S. No.	Requirements	Related Party Details
		Personnel in the Company and in Shreedhar Cotsyn Private Limited are set out in **Annexure B**.
24	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
25	Other information relevant for decision making.	The Company currently doesn't have any export marketing team and relies on the expertise of the holding company Shreedhar Cotsyn Private Limited and/or other exporters for the sale of its goods in export markets. The transactions will continue to be taken in the commercial interest of the Company.
26	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Not Applicable
27	Basis of determination of price.	The purchase and sale of goods shall be undertaken at mutually agreed prices determined with reference to prevailing market prices, the quality and specifications of the goods, order quantities and other relevant commercial factors. Payment, delivery and other commercial terms shall be mutually agreed in the ordinary course of business and on an arm's-length basis, subject to the terms approved by the Audit Committee.
28	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be	Not Applicable

SHREEDHAR

SHREEDHAR SPINNERS LIMITED

(Formerly Known as Shreedhar Spinners Private Limited)

503, MATHARU ARCADE, SUBHASH ROAD, VILE PARLE EAST MUMBAI 400057 INDIA

TEL No. 91-22-45158777 EMAIL: export.spinners@shreedhar.com

GSTIN: 27ABFCS0669E1ZA CIN: L17299MH2020PLC351591

S. No.	Requirements	Related Party Details
	extended to the related party in relation to the transaction, specify the following: a. Amount of Trade Advances b. Tenure c. Whether same is self-liquidating?	
29	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making.	We affirm that the Audit Committee and Board, while providing information to the Members have redacted only commercially sensitive information, and affirm that disclosures provide all the necessary information to the Members for informed decision-making.

SHREEDHAR

SHREEDHAR SPINNERS LIMITED

(Formerly Known as Shreedhar Spinners Private Limited)
503, MATHARU ARCADE, SUBHASH ROAD, VILE PARLE EAST MUMBAI 400057 INDIA
TEL No. 91-22-45158777 EMAIL: export.spinners@shreedhar.com
GSTIN: 27ABFCS0669E1ZA CIN: L17299MH2020PLC351591

Annexure B: Interests and shareholding

Proposed purchase and sale of goods with Shreedhar Cotsyn Private Limited
Shreedhar Cotsyn Private Limited, the promoter and holding company of Shreedhar Spinners Limited, is directly interested as the counterparty. It directly holds 1,44,99,600 equity shares, representing 67.64% of the paid-up equity share capital of Shreedhar Spinners Limited.

The names, nature and extent of interest and shareholdings of the Directors & KMP interested in the proposed transactions are set out below.

Name and capacity	**Nature and extent of interest**	**Shreedhar Spinners Limited**	**Shreedhar Cotsyn Private Limited**
Dharmendra Mohandas Goyal (Managing Director)	Director and Shareholder in Shreedhar Cotsyn Private Limited	Holding 1,10,000 Equity Shares representing 0.51% in total share capital of the Company.	Holding 3,97,200 Equity Shares representing 39.89% in total share capital of the Company.
Vishal Rajendraprasad Agarwal (Director)	Director and Shareholder in Shreedhar Cotsyn Private Limited	Holding 1,75,000 Equity Shares representing 0.82% in total share capital of the Company.	Holding 97,500 Equity Shares representing 9.79% in total share capital of the Company.
Sunita Dharmendra Goyal (Director)	Shareholder in Shreedhar Cotsyn Private Limited	Holding 70,000 Equity Shares representing 0.33% in total share capital of the Company.	Holding 1,00,000 Equity Shares representing 10.04% in total share capital of the Company.
Varesh Goyal (CFO)	Shareholder in Shreedhar Cotsyn Private Limited	Holding 42,500 Equity Shares representing 0.20% in total share capital of the Company.	Holding 100 Equity Shares representing 0.01% in total share capital of the Company.
Ramkrupa Properties Private Limited	Shareholder in Shreedhar Cotsyn Private Limited	Holding 5,000 Equity Shares representing 0.02% in total share capital of the Company.	Holding 4,00,000 Equity Shares representing 40.17% in total share capital of the Company.
Twinkle Adukia	Shareholder in Shreedhar Cotsyn Private Limited	Holding 10,000 Equity Shares representing 0.05% in total share capital of the Company.	Holding 100 Equity Shares representing 0.01% in total share capital of the Company.

SHREEDHAR SPINNERS LIMITED

(Formerly Known as Shreedhar Spinners Private Limited)

503, MATHARU ARCADE, SUBHASH ROAD, VILE PARLE EAST MUMBAI 400057 INDIA

TEL No. 91-22-45158777 EMAIL: export.spinners@shreedhar.com

GSTIN: 27ABFCS0669E1ZA CIN: L17299MH2020PLC351591

Name and capacity	**Nature and extent of interest**	**Shreedhar Spinners Limited**	**Shreedhar Cotsyn Private Limited**
Mohan Das Goyal	Shareholder in Shreedhar Cotsyn Private Limited	Holding 10,000 Equity Shares representing 0.05% in total share capital of the Company.	Holding 100 Equity Shares representing 0.01% in total share capital of the Company.
Aditi Goyal	Shareholder in Shreedhar Cotsyn Private Limited	Holding 42,500 Equity Shares representing 0.20% in total share capital of the Company.	Holding 100 Equity Shares representing 0.01% in total share capital of the Company.
Sandeep Adukia HUF	Shareholder in Shreedhar Cotsyn Private Limited	Part of Promoter Group without any shareholding.	Holding 100 Equity Shares representing 0.01% in total share capital of the Company.
Kusumdevi Rajendraprasad Agarwal	Shareholder in Shreedhar Cotsyn Private Limited	Holding 5,000 Equity Shares representing 0.02% in total share capital of the Company.	Holding 100 Equity Shares representing 0.01% in total share capital of the Company.
Mr. Vishal Rajendraprasad Agarwal, Director and Promoter of Shreedhar Spinners Limited, and **Mrs. Pooja Vishal Agarwal**, Promoter of Shreedhar Spinners Limited. Both are promoters of Ram Krupa Properties Private Limited.)	Mr. Vishal Rajendraprasad Agarwal and Mrs. Pooja Vishal Agarwal are indirectly interested in Shreedhar Cotsyn Private Limited through their respective shareholdings in Ram Krupa Properties Private Limited, which directly holds **4,00,000 equity shares representing 40.17%** of the paid-up equity share capital of Shreedhar Cotsyn Private Limited.	1. Vishal Rajendraprasad Agarwal Holding 1,75,000 Equity Shares representing 0.82% in total share capital of the Company. 2. Pooja Vishal Agarwal Holding 30,000 Equity Shares representing 0.14% in total share capital of the Company.	Vishal Rajendraprasad Agarwal and Pooja Agarwal are promoters of Ram Krupa Properties Private Limited which holds 4,00,000 Equity Shares representing 40.17% in total share capital of the Company.

SHREEDHAR SPINNERS LIMITED

(Formerly Known as Shreedhar Spinners Private Limited)

503, MATHARU ARCADE, SUBHASH ROAD, VILE PARLE EAST MUMBAI 400057 INDIA

TEL No. 91-22-45158777 EMAIL: export.spinners@shreedhar.com

GSTIN: 27ABFCS0669E1ZA CIN: L17299MH2020PLC351591

Name and capacity	**Nature and extent of interest**	**Shreedhar Spinners Limited**	**Shreedhar Cotsyn Private Limited**
Vishal Rajendraprasad Agarwal, Kusumdevi Agarwal and Pooja Agarwal	Shareholders in Shreedhar Cotsyn Private Limited	1. Vishal Rajendraprasad Agarwal Holding 1,75,000 Equity Shares representing 0.82% in total share capital of the Company. 2. Pooja Vishal Agarwal Holding 30,000 Equity Shares representing 0.14% in total share capital of the Company. 3. Kusumdevi Rajendraprasad Agarwal Holding 5,000 Equity Shares representing 0.02% in total share capital of the Company.	Holding 100 Equity Shares jointly representing 0.01% in total share capital of the Company.

By order of the Board of Directors
For Shreedhar Spinners Limited

Sd/-
Dharmendra Mohandas Goyal
Managing Director
DIN: 00163777

Date: November 19, 2026
Place: Mumbai

Registered Office:
503, Matharu Arcade, Subhash Road,
Vile Parle East, Vileeparle (East),
Mumbai, 400057, Maharashtra, India
CIN: L17299MH2020PLC351591