PBM POLYTEX LIMITED

NOTICE OF 107TH ANNUAL GENERAL MEETING

To
The Shareholders,

The Notice is, hereby, given that the 107th Annual General Meeting of the Members of PBM Polytex Limited will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), on **Monday, the 28th Day of September, 2026** at **11:00 A.M.** to transact the following business(es):

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Financial Statements including Audited Balance Sheets as at 31st March 2026, Statements of Profit and Loss and Cash Flow Statements for the year ended on that date together with the Directors' Report and Auditors' Reports thereon.

2. To appoint a Director in place of Shri Mohan Kumar Patodia (DIN: 00035381), as director who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To ratify the remuneration payable to the Cost Auditor for the financial year 2026-27:**

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

   "RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) plus GST and reimbursement of travelling and out-of pocket expenses to M/s. K. C. Moondra & Associates, Cost Accountants, Vadodara (FRN No. 101814), as recommended by the Audit Committee and approved by the Board to conduct the audit of cost records and statements maintained by the Company for the financial year 2026-27, be and is, hereby, ratified and confirmed.

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

4. **To re-appoint Shri Gopal Patodia (DIN: 00014247) as Managing Director of the Company:**

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

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of Company, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded for the re-appointment of Shri Gopal Patodia (DIN: 00014247) as Managing Director of the Company, for a period of 3 (three) years, on expiry of his present term of office, i.e., with effect from 1st April, 2027 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and set out in the Statement annexed to the Notice."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter, amend, vary, and modify the terms of appointment including the remuneration within the overall limit and enter into agreement with Shri Gopal Patodia, and do all acts and take all such steps and actions including accepting any modification, if any, deemed necessary in this regard, for the purpose of giving effect to this resolution."

5. **To re-appoint Shri Mohan Kumar Patodia (DIN: 00035381) as Managing Director of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of Company, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded for the re-appointment of Shri Mohan Kumar Patodia (DIN: 00035381) as Managing Director of the Company, for a period of 3 (three) years, on expiry of his present term of office, i.e., with effect from 1st April, 2027 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and set out in the Statement annexed to the Notice."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter, amend, vary, and modify the terms of appointment including the remuneration within the overall limit and enter into an agreement with Shri Mohan Kumar Patodia, and do all acts and take all such steps and actions including accepting any modification, if any, deemed necessary in this regard, for the purpose of giving effect to this resolution."

6. **To approve revision in total remuneration payable to Shri Amit Patodia, Senior President cum Chief Executive Officer**

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

"RESOLVED THAT in continuation of the resolution passed at the 106th Annual General Meeting held on September 26, 2025 and pursuant to Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014 and as approved by the Audit Committee and the Nomination and Remuneration Committee and the Board of Directors, the Company, hereby, accords its consent, for revision in total remuneration payable to Shri Amit Patodia, a relative of a director, as Senior President cum Chief Executive Officer, from Rs. 60,00,000/- per annum to Rs. 72,00,000/- per annum, with authority to the Board of Directors to decide the remuneration structure within the aforesaid limit with effect from 1st October, 2026 and that all the other terms and conditions of the appointment shall remain unchanged."

7. **To re-appoint Ms. Amishal Modi (DIN: 09661312) as an Independent Director of the Company for the second term of 5 consecutive years:**

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

"RESOLVED THAT pursuant to provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of Companies Act 2013 and the rules and regulations framed thereunder, as amended from time to time, and other applicable regulation(s) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, if any, and as per the recommendation of Nomination and Remuneration

Committee, the consent of the members, be and is, hereby accorded for reappointment of Ms. Amishal Modi (DIN: 09661312) as Independent Director of the company for the second term of 5 years from 12th August, 2027 to 11th August 2032.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is, hereby, authorized to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or required in this regard."

8. To approve to either renew the Lease Agreements alongwith the Power Purchase Agreements (PPAs) or sale/slump-sale/scrap or otherwise disposal of any one or all the four Wind Mill 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 in supersession of the earlier resolution passed by the members of the Company through Postal Ballot on 26th March 2019 and pursuant to Section 180(1)(a) of the Companies Act, 2013, Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, and in accordance with enabling provisions in the Articles of Association of the Company, and subject to such other approvals, consents, permissions, and sanctions as may be necessary from relevant regulatory or statutory authorities and third parties, as may be required in this regard, consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board"), to either renew the lease agreements alongwith the Power Purchase Agreements (PPAs) OR sale/slump-sale/scrap or otherwise dispose of any one or all Wind Mill Undertaking(s) of the Company as a going concern on a 'Slump Sale' or other appropriate basis, to such person(s)/body corporate(s) and for such consideration as may be determined by the Board, arrived at after due negotiation, and on such terms and conditions as the Board may in its absolute discretion deem fit.

RESOLVED FURTHER THAT Shri Gopal Patodia, Managing Director, Shri Amit Patodia, Senior President cum CEO, Shri Suresh M. Kotadia, Vice-President (Finance) or Shri Munishwar Dayal Chowdhary, General Manager (Administration) be and are hereby jointly or severally authorized to do all such acts in order to comply with all the legal and procedural formalities, including finalizing, varying and settling the terms and conditions for renewal of lease Agreements OR sale/slump-sale/scrap or otherwise dispose of and/or deliver the Wind Mill(s) and to finalize, execute such agreements, contracts, deeds, undertakings and other documents, file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and Secured Creditors, including Governmental Authorities, Banks and Financial Institutions, suitably inform and apply to all the concerned Authorities, including in respect of its requirements of the Central and/ or State Government(s) and/ or local authorities, if required, and further to authorized to do all such acts, deeds or things as may deem necessary, proper and fit to give effect to the aforesaid resolution including filing of relevant e-Forms with the Ministry of Corporate Affairs."

9. To make Donation/Contribution towards Charitable Funds

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 181 and other applicable provisions, if any, of the Companies Act, 2013 including any modification or re-enactment thereof and the rules made thereunder and the Memorandum and Articles of Association of Company, consent of the members of the Company be and is hereby accorded to contribute, donate or otherwise provide assistance from time to time to any bona fide charitable, social, benevolent and other funds, body, society, trust, etc., as approved by the Board of Directors of the Company up to an amount not exceeding Rs. 18,00,000/- (Rupees Eighteen Lakh only) in any financial year, in one or more tranches, from time to time, and that the said amount may exceed 5% of the Company's average net profits as determined in accordance with the provisions of the Companies Act, 2013 during the three immediately preceding financial years."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters as may be required in order to give effect to this resolution."

By Order of the Board
For PBM Polytex Limited

GOPAL PATODIA
(Managing Director)
(DIN: 00014247)

Place : Vadodara
Date : 13.08.2026

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") which sets out details relating to ordinary and special business to be transacted at the AGM is annexed hereto.

2. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and latest amended by the Circular No. 03/2025 dated 22.09.2025 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ('SEBI') vide its Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as "SEBI Circulars"), have permitted the holding of AGM through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue vide the above MCA circulars and provided relaxation to companies from dispatching physical copy of annual report vide above SEBI circulars. In compliance with the provisions of the Companies Act, 2013 ("Act"), amended provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), the AGM of the Company will be held through VC / OAVM.

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting 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 AGM will be provided by CDSL.

4. As the AGM is being conducted through VC/OAVM, where physical attendance of the Members is dispensed with, the facility of appointment of proxies by the Members is not available. Consequently, the Proxy Form and the Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

5. The Company has fixed **Monday, September 21, 2026 as Cut-off date** for determining entitlement for remote e-voting as well as e-voting of shareholders holding shares in physical or dematerialized form.

6. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company has stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialization. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate share certificate, transmission and transposition request etc. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the web link at https://pbmpolytex.com/upload/investor_relations/form-isr-4-revised.pdf. It may be noted that any service request can be processed only after the folio is KYC compliant.

7. The Members can join the AGM in the 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 AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

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

9. The details of Director seeking Appointment / Re-appointment pursuant to provisions of Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2 are annexed herewith as Annexure - A.

10. Pursuant to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all the Equity Shares held by such shareholders who have not claimed their dividend for consecutive seven years from the **financial year 2018-19** shall be transferred to the Investor Education and Protection Fund (IEPF) Authority alongwith dividend remaining unpaid for the financial year 2018-19. The necessary notices in this regard have been given to all the concerned shareholders through Registered Post.

11. All the work related to share registry in terms of both physical and electronic, are being conducted by Company's Registrar & Share Transfer Agents, MUFG Intime India Pvt. Limited, (Formerly known as Link Intime India Pvt. Ltd.) "Geetakunj" 1, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara – 390 015, Tel: 0265-3566768, Email Id: vadodara@in.mpms.mufg.com. The Members are requested to send their communication to the aforesaid address.

12. The Register of Members of the Company will remain closed from **Tuesday 22nd September, 2026 to Monday, 28th September, 2026 (both days inclusive),** for the purpose of Annual General Meeting.

13. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. to 1:00 p.m. on any working day except Saturdays and Sundays and holidays upto the date of Annual General Meeting.

14. In line with the MCA Circulars, the Notice calling the AGM and Annual Report have been uploaded on the website of the Company at http://pbmpolytex.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL (authorized agency for providing the e-voting facility) i.e. www.evotingindia.com.

15. ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT: As per the MCA General Circular No. 20/2020 dated 5th May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Notice of

AGM along with Annual Report for the Financial Year ended 31st March, 2026 is being sent only in electronic mode (through email) to those Members whose e-mail addresses are registered with the Company/ MUFG Intime India Private Limited or the Depository Participant(s).

16. Members are requested to register / update their details of Email ID, Bank Details by accessing https://web.in.mpms.mufg.com/EmailReg/Email_Register.html which is the portal of the RTA of the Company, M/s. MUFG Intime India Private Limited.

17. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

    a. For shares held in electronic form: to their Depository Participants (DPs).

    b. For shares held in physical form: to the Company / Registrar and Transfer Agent of the Company in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to aforesaid SEBI Circulars in Form ISR-1 and other Forms. These Forms are also available on the website of the Company at https://pbmpolytex.com/investor-relations/2/. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR–1 and such other Forms, as may be applicable to them.

18. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH - 13 with Registrar. In respect of shares held in demat form, the nomination form may be filed with the respective DP. As per SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 2023, the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nominations with various forms are made available at the Company's website at https://pbmpolytex.com/investor-relations/2/ for easy access.

19. This information has also been placed on the Company's, as well as, BSE's websites and notified in Newspapers. The shareholders should take proper care in this regard in their interest as advised in the Notices by the Company. Such action will continue to be enforced year after year.

20. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020.

21. The detailed instructions and the process for accessing and participating in the AGM through VC/OAVM facility and voting through electronic means including remote e-voting are explained herein below:

    THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING AND JOINING ANNUAL GENERAL MEETING:-

    The remote e-voting period begins on 25th September 2026 at 09:00 A.M. and ends on 27th September 2026 at 05:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 21st September, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 21st September, 2026.

    CDSL e-Voting System – For e-voting and Joining Virtual meetings:

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

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

(i) **The voting period begins on 25th September, 2026 from 9.00AM and ends on 27th September, 2026 till 5.00PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**

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

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**,** under Regulation 44 of 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.

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

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

(v)

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	5. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 6. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal

	Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 7. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	8. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

(vi) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID
    a. For CDSL: 16 digits beneficiary ID,
    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the Company Name on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xviii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **pbmcs@patodiagroup.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat

account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. **For Physical shareholders**- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email **to Company/RTA email id.**

2. **For Demat shareholders**: Please update your email id & mobile no. with your respective Depository Participant (DP)

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

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

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

By Order of the Board
For PBM Polytex Limited

GOPAL PATODIA
Managing Director
(DIN: 00014247)

Place : Vadodara
Date : 13.08.2026

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

ITEM NO. 3

The Cost Records and related statements of the Company are subject to audit as required under section 148 of the Companies Act, 2013 for which, on the recommendation of Audit Committee, M/s. K. C. Moondra & Associates, Cost Accountants, Vadodara (FRN No. 101814), has been appointed as Cost Auditor by the Board of Directors of the Company for the financial year 2026-27 at total remuneration of Rs. 60,000/- plus GST plus Out of pocket expenses (Out of pocket expenses to be defined as expenses for visiting factories or offices which will only include actual taxi charges and meal expenses), also including all charges of XBRL. The consent of the members is sought for ratification of remuneration payable to the Cost Auditor.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, members of the Company are required to ratify the remuneration to be paid to the Cost Auditors.

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

The Board recommends the Resolution set out under Item No. 3 of the Notice for approval of the Members as an Ordinary Resolution.

ITEM NO. 4

The Board of Directors of the Company at its meeting held on 13th August 2026, has subject to the approval of Members, re-appointed Shri Gopal Patodia (DIN: 00014247) as Managing Director, for a period of 3 (three) years from the expiry of his present term, i.e. with effect from 1st April, 2027, on the terms and conditions as recommended by the Nomination and Remuneration Committee of the Board at its meeting held on 13th August 2026.

The Company has achieved significant growth and progress under the leadership and guidance of Shri Gopal Patodia, aged 80 years. Considering his extensive experience, industry knowledge, and valuable contribution to the Company's continued success, the Board is of the view that it is in the best interests of the Company and its stakeholders that he continues to serve as Managing Director notwithstanding his having attained the age of seventy years.

Shri Gopal Patodia satisfies all the conditions set out in Part-I of Schedule V of the Companies Act, 2013 and also the conditions set out under Section 196(3) of the Act for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The proposed remuneration is in compliance with the provisions of Section 197 and Part II of Schedule V of the Companies Act, 2013.

The terms and conditions of his re-appointment, as set out in this statement and detailed in the draft agreement proposed to be executed between him and the Company, are provided below:

Sr. No.	Particulars	Details
1.	Tenure	1st April, 2027 to 31st March, 2030
2.	Salary	Rs. 3,90,000/- per month
3.	Incentive	Up to 10% of the salary as may be decided by the Board of Directors from time to time

4.	Commission	The commission shall be paid in addition to the salary and perquisites and shall be determined based on the Company's net profits for the relevant financial year, subject to the overall limits prescribed under Section 197 and Schedule V of the Companies Act, 2013 and the rules made thereunder.
5.	Perquisites	(a) Rs. 40,000/- per month shall be paid as House Rent Allowance (HRA) (b) The Company shall reimburse expenses incurred towards gas, electricity, and water consumed at the residence. (c) The Company shall reimburse all medical expenses incurred in India or abroad by him for self and family, including, in the case of medical treatment overseas, expenses relating to airfare, boarding, and lodging for the patient and an attendant. (d) Leave Travel Concession (LTC) for him and his family shall be provided once in each financial year. (e) Fees of Clubs: Subject to maximum of two clubs. However, admission fees and life membership fees shall not be included. (f) The Company shall provide Personal Accident Insurance and Mediclaim Insurance coverage for him and his family. The aggregate annual premium shall not exceed Rs. 1,50,000/- or such higher amount as may be approved by the Board from time to time. (g) The Company shall contribute to the Provident Fund and Superannuation Fund and/or Annuity Fund, provided that the aggregate contribution shall not exceed 25% of the salary. (h) Gratuity shall be payable at the rate of one month's salary for each completed year of service, in accordance with the applicable provisions of law and the Company's policies. (i) The Company shall provide a car with driver for use in connection with the Company's business as well as for personal use, and shall also provide telephone facilities at the residence of the Managing Director. (j) Encashment of un-availed privilege leave shall be permitted in accordance with the rules and policies of the Company. (k) The Company shall bear the cost of insurance coverage against the risk of any financial liability or loss arising from any error of judgment, omission, or act committed in the course of the performance of duties. (l) The appointee shall also be eligible for the post-retirement perquisites like health insurance, medical facilities, club facilities and like as decided by the Board of Directors, as per Policy of the company
6.	Minimum Remuneration	He shall be paid the remuneration as stated above as minimum remuneration, in the event of no profit or inadequacy of profits subject to the ceiling of remuneration as stated in Part II of Schedule V of the Companies Act, 2013 with such modifications as may be made therein from time to time.

I. General Information:

1) Nature of Industry and date of commencement of commercial production:

The Company operates in the Textiles industry, specifically within the cotton spinning sub-sector. The company's core nature of business is the manufacturing and processing of 100% cotton combed yarn. The Company is having two yarn spinning units one at Petlad, Anand, Gujarat and another at Borgaon, Chhindwara, Madhya Pradesh and manufactures cotton yarn at the said units and substantially exports its products. It also has four Windmills generating electricity and the Company's units are already in operation.

2) Financial Performance:
The Standalone and Consolidated Financial statements are as under:

(Rs. in Lakhs)

Particulars	Standalone for the year ended			Consolidated for the year ended		
	2025-26	**2024-25**	**2023-24**	**2025-26**	**2024-25**	**2023-24**
Revenue from Operations	16,651.92	17,621.48	19,157.11	16,651.92	17,621.48	19,157.11
Other Income	863.81	198.25	443.31	852.21	198.25	422.33
Total Income	17,515.73	17,819.73	19,600.42	17,504.13	17,819.73	19,579.44
Earnings before Interest, Taxes, Depreciation and Amortization	214.38	(214.93)	(418.40)	202.78	(182.8)	(439.38)
Profit before Tax	(194.18)	(630.03)	(838.91)	(205.78)	(597.90)	(859.89)
Profit after Tax	(148.75)	(467.82)	(629.63)	(157.42)	(443.79)	(645.33)

3) Foreign Investment or collaboration, if any:
There is no foreign investment or collaboration made by the Company. The Company exports 30% to 45% of its cotton yarn production to over 56 global destinations.

II. Information about the appointee:

1) Background details:

Shri Gopal Patodia holds a B.Sc. degree and a B.Tech. (Chemical) degree and possesses more than six decades of rich and diverse experience in the textile industry. Over the course of his distinguished career, he has acquired extensive expertise across all key facets of the industry, including raw material procurement, manufacturing, administration, finance, management, and marketing. Under his leadership, supervision, and guidance, the Company has consistently performed well and achieved significant growth.

2) Past Remuneration:
During the financial year 2025-26, he was paid remuneration as detailed below:

(Rs. in Lakhs)

Salary	Perquisites	Retirement Benefits	Commission	Total
42.00	18.55	23.40	0	83.95

3) Recognition and Awards: No award has been conferred.

4) Job Profile and his suitability:

As the Managing Director of the Company, Shri Gopal Patodia bears overall responsibility for its management and operations. With over five decades of leadership experience at the highest levels in the textile industry, he is exceptionally well qualified for this position. He oversees and monitors all key functions of the Company, including manufacturing operations, finance, administration, procurement, and marketing. His strategic vision, leadership, and guidance have been instrumental in driving the Company's strong performance in both domestic and export markets.

5) Remuneration proposed:

Rs. 3,90,000/- per month, plus other perquisites and retirement benefits as per Company's policy as provided in explanatory statement.

6) **Comparative remuneration:**
The Nomination and Remuneration Committee and the Board of Directors of the Company have considered the profile of rich and diversified experience in the Textile industry. The proposed remuneration is comparable and is at par with Industry norms considering the nature of industry, size of the Company, profile and position.

7) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial person:**
The Company had not entered into any transaction of a material nature with any of the related parties which were in conflict with the interest of the Company. Further, all transaction with the related Parties were in the ordinary course of business and at arm's length basis. Shri Krishan Kumar Patodia and Shri Mohan Kumar Patodia are relatives of Shri Gopal Patodia.

III. Other information:

1) **Reasons of loss or inadequate profits and steps taken or proposed to be taken for improvement:**
The Company has incurred losses over the last three years, primarily due to the adverse conditions faced by the textile industry, particularly the yarn spinning sector. The industry experienced significant financial stress as cotton prices remained exceptionally high, driven by increases in the Minimum Support Price (MSP) announced by the Government, coupled with a sharp decline in export demand. These factors adversely impacted operating margins and profitability across the sector.

Despite these challenging market conditions, the management has remained committed to mitigating losses, improving operational efficiencies, and restoring profitability. The Company continues to actively engage with policymakers and industry associations to advocate for measures that would foster a more conducive and sustainable business environment for the textile industry.

2) **Expected increase in productivity and profits in measurable terms:** As stated in Directors' Report.
The requisite details and information pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice.

None of the Directors or Key Managerial Personnel except Shri Mohan Kumar Patodia (Managing Director & Chief Financial Officer), Shri Gopal Patodia (Managing Director), Shri Amit Patodia (Chief Executive Officer), and Shri Krishan Kumar Patodia (Director) and/ or their relatives is concerned or interested, financially or otherwise, in the Resolution, except to the extent of their shareholdings in the Company.

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

ITEM NO. 5

The Board of Directors of the Company at its meeting held on 13th August 2026, has subject to the approval of Members, re-appointed Shri Mohan Kumar Patodia (DIN: 00035381) as Managing Director, for a period of 3 (three) years from the expiry of his present term, i.e. with effect from 1st April, 2027, on the terms and conditions as recommended by the Nomination and Remuneration Committee of the Board at its meeting held on 13th August 2026.

The Company has achieved significant growth and progress under the leadership and guidance of Shri Mohan Kumar Patodia, aged 78 years. Considering his extensive experience, industry knowledge, and valuable contribution to the Company's continued success, the Board is of the view that it is in the best interests of the Company and its stakeholders that he continues to serve as Managing Director notwithstanding his having attained the age of seventy years.

Shri Mohan Kumar Patodia satisfies all the conditions set out in Part-I of Schedule V of the Companies Act, 2013 and also the conditions set out under Section 196(3) of the Act for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The proposed remuneration is in compliance with the provisions of Section 197 and Part II of Schedule V of the Companies Act, 2013.

The terms and conditions of his re-appointment, as set out in this statement and detailed in the draft agreement proposed to be executed between him and the Company, are provided below:

Sr. No.	Particulars	Details
1.	Tenure	1st April, 2027 to 31st March, 2030
2.	Salary	Rs. 2,10,000/- per month
3.	Incentive	Up to 10% of the salary as may be decided by the Board of Directors from time to time
4.	Commission	The commission shall be paid in addition to the salary and perquisites and shall be determined based on the Company's net profits for the relevant financial year, subject to the overall limits prescribed under Section 197 and Schedule V of the Companies Act, 2013 and the rules made thereunder.
5.	Perquisites	(a) House Rent Allowance (HRA) shall be paid at the rate of 60% of the salary per month. (b) The Company shall reimburse expenses incurred towards gas, electricity, and water consumed at the residence. (c) The Company shall reimburse all medical expenses incurred in India or abroad by him for self and family, including, in the case of medical treatment overseas, expenses relating to airfare, boarding, and lodging for the patient and an attendant. (d) Leave Travel Concession (LTC) for him and his family shall be provided once in each financial year. (e) Fees of Clubs: Subject to maximum of two clubs. However, admission fees and life membership fees shall not be included. (f) The Company shall provide Personal Accident Insurance and Mediclaim Insurance coverage for him and his family. The aggregate annual premium shall not exceed Rs. 1,50,000/- or such higher amount as may be approved by the Board from time to time. (g) The Company shall contribute to the Provident Fund and Superannuation Fund and/or Annuity Fund, provided that the aggregate contribution shall not exceed 25% of the salary. (h) Gratuity shall be payable at the rate of one month's salary for each completed year of service, in accordance with the applicable provisions of law and the Company's policies. (i) The Company shall provide a car with driver for use in connection with the Company's business as well as for personal use, and shall also provide telephone facilities at the residence of the Managing Director. (j) Encashment of un-availed privilege leave shall be permitted in accordance with the rules and policies of the Company.

		(k) The Company shall bear the cost of insurance coverage against the risk of any financial liability or loss arising from any error of judgment, omission, or act committed in the course of the performance of duties. (l) The appointee shall also be eligible for the post-retirement perquisites like health insurance, medical facilities, club facilities and like as decided by the Board of Directors, as per Policy of the company
6.	Minimum Remuneration	He shall be paid the remuneration as stated above as minimum remuneration, in the event of no profit or inadequacy of profits subject to the ceiling of remuneration as stated in Part II of Schedule V of the Companies Act, 2013 with such modifications as may be made therein from time to time.

I. General Information:

1) Nature of Industry and date of commencement of commercial production:

The Company operates in the Textiles industry, specifically within the cotton spinning sub-sector. The Company's core nature of business is the manufacturing and processing of 100% cotton combed yarn. The Company is having two yarn spinning units one at Petlad, Anand, Gujarat and another at Borgaon, Chhindwara, Madhya Pradesh and manufactures cotton yarn at the said units and substantially exports its products. It also has four Windmills generating electricity and the Company's units are already in operation.

2) Financial Performance:

The Standalone and Consolidated Financial statements are as under:

(Rs. in Lakhs)

Particulars	Standalone for the year ended			Consolidated for the year ended		
	2025-26	**2024-25**	**2023-24**	**2025-26**	**2024-25**	**2023-24**
Revenue from Operations	16,651.92	17,621.48	19,157.11	16,651.92	17,621.48	19,157.11
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Total Income	17,515.73	17,819.73	19,600.42	17,504.13	17,819.73	19,579.44
Earnings before Interest, Taxes, Depreciation and Amortization	214.38	(214.93)	(418.40)	202.78	(182.8)	(439.38)
Profit before Tax	(194.18)	(630.03)	(838.91)	(205.78)	(597.90)	(859.89)
Profit after Tax	(148.75)	(467.82)	(629.63)	(157.42)	(443.79)	(645.33)

3) Foreign Investment or collaboration, if any:

There is no foreign investment or collaboration made by the Company. The Company exports 30% to 45% of its cotton yarn production to over 56 global destinations.

II. Information about the appointee:

1) Background details:

Shri Mohan Kumar Patodia is a Commerce graduate (B.Com.) and a distinguished textile technocrat with over five decades of rich and diverse experience in the textile industry. He possesses extensive expertise across all facets of the business, including raw material procurement, manufacturing, administration, finance, management, and marketing. Under his leadership, strategic guidance, and effective administration, the Company has consistently performed well and achieved significant growth and success.

2) Past Remuneration:

During the financial year 2025-26, he was paid remuneration as detailed below:

(Rs. in Lakhs)

Salary	Perquisites	Retirement Benefits	Commission	Total
24.00	26.55	8.60	0	59.15

3) Recognition and Awards: No award has been conferred.

4) Job Profile and his suitability:

As the Managing Director of the Company, Shri Mohan Kumar Patodia is entrusted with the overall management and strategic direction of the Company's affairs. With over 50 years of rich experience in leadership and management at the highest levels of the textile industry, he is exceptionally well-qualified for this position. He oversees and monitors all key functions of the Company, including finance, administration, procurement, and marketing. Through his vision, expertise, and guidance, he has made significant contributions to the Company's performance and growth in both domestic and export markets.

5) Remuneration proposed:

Rs. 2,10,000/- per month, plus other perquisites and retiral benefits as per Company's policy as provided in explanatory statement.

6) Comparative remuneration:

The Nomination and Remuneration Committee and the Board of Directors of the Company have considered the profile of rich and diversified experience in the Textile industry. The proposed remuneration is comparable and is at par with Industry norms considering the nature of industry, size of the Company, profile and position.

7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial person:

The Company had not entered into any transaction of a material nature with any of the related parties which were in conflict with the interest of the Company. Further, all transaction with the related Parties were in the ordinary course of business and at arm's length basis. Shri Krishan Kumar Patodia and Shri Gopal Patodia are the relatives of Shri Mohan Kumar Patodia.

III. Other information:

1) Reasons of loss or inadequate profits and steps taken or proposed to be taken for improvement:

The Company has incurred losses over the last three years, primarily due to the adverse conditions faced by the textile industry, particularly the yarn spinning sector. The industry experienced significant financial stress as cotton prices remained exceptionally high, driven by increases in the Minimum Support Price (MSP) announced by the Government, coupled with a sharp decline in export demand. These factors adversely impacted operating margins and profitability across the sector.

Despite these challenging market conditions, the management has remained committed to mitigating losses, improving operational efficiencies, and restoring profitability. The Company continues to actively engage with policymakers and industry associations to advocate for measures that would foster a more conducive and sustainable business environment for the textile industry.

2) Expected increase in productivity and profits in measurable terms: As stated in Directors' Report.

The requisite details and information pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice.

None of the Directors or Key Managerial Personnel except Shri Mohan Kumar Patodia (Managing Director & Chief Financial Officer), Shri Gopal Patodia (Managing Director), Shri Amit Patodia (Chief Executive Officer), and Shri Krishan Kumar Patodia (Director) and/ or their relatives is concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholdings in the Company.

The Board recommends the Resolution set out under Item No. 5 of the Notice for approval of the Members as Special Resolution.

ITEM NO. 6

The Chairman informed the Board that Shri Amit Patodia has been associated with the Company since 1st May 2004 as Senior President cum Chief Executive Officer, a period of over twenty-two years of unbroken service during which he has been closely identified with every material advance made by the Company. Shri Patodia is a qualified Textile Engineer, having graduated from the Wilson College of Textiles, North Carolina State University, United States, and brings to the Company a rare combination of formal technical training in textile engineering and sustained operating experience on the shop floor.

The Chairman placed on record that Shri Amit Patodia is vertically involved in the day-to-day operations of the Company's manufacturing units and does not confine himself to a supervisory or purely strategic role. He personally oversees production planning and count-mix decisions, selection and procurement of raw cotton and blending policy, machinery utilization and spindle productivity, yarn realization and waste control, quality assurance against User and customer-specified parameters, power and fuel consumption, labor productivity and manpower deployment, preventive maintenance and modernization of plant, and adherence to safety, environmental and statutory requirements at unit level. He reviews production, quality and cost parameters on a daily basis, remains in continuous contact with unit heads, and undertakes frequent visits to the manufacturing locations. This direct and granular engagement has enabled the Company to sustain quality consistency, contain conversion costs and respond swiftly to volatility in cotton prices and yarn realizations.

Alongside this operational responsibility, Shri Amit Patodia has demonstrated exceptional organizational capacity in developing both overseas and domestic markets. He has personally led the Company's export development effort, built and retained institutional customer relationships across markets, and contributed significantly to sales promotion, order book stability and product diversification. His administrative ability, commercial judgement and full-time commitment to the affairs of the Company have been of demonstrable benefit to the Company and its stakeholders.

Keeping in mind the knowledge, the scope and nature of his duties, the size and complexity of the Company's operations, the responsibilities shouldered by him to compensate suitably, the Board of Directors of the Company at its meeting held on 13th August 2026, and based upon recommendation of the Audit Committee and the Nomination and Remuneration Committee, considered and approved a revision in the total remuneration payable to Shri Amit Patodia, Senior President cum Chief Executive Officer of the Company and a relative of a Director of the Company from Rs. 60,00,000/- (Rupees Sixty Lacs Only) per annum to Rs. 72,00,000/- (Rupees Seventy Two Lacs only) per annum, with the liberty to Board of Directors to decide the various components of the remuneration, so proposed.

Shri Amit Patodia, Senior President cum Chief Executive Officer shall discharge such functions as are delegated to him by the Board of Directors and/or Managing Director(s) of the Company from time to time.

Under clause (f) of sub-section (1) of section 188 of the Companies Act 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, it is necessary to obtain prior consent of the members of the Company by way of Resolution for holding or continue to hold office or place of profit of the Company in any such office or place of profit carrying a total monthly remuneration exceeding Rs. 2,50,000/- and the person being appointed is a Related Party.

Information pursuant to the Rule 15 the Companies (Meetings of Board and its Powers) Rules, 2014:

1. **Name of the Related Party:**
   Shri Amit Patodia.

2. **Name of the Director or key managerial personnel who is related, if any:**
   Shri Gopal Patodia, Managing Director, being relative of the above referred person is concerned or interested in the above resolution.

3. **Nature of Relationship:**
   Shri Amit Patodia is son of Managing Director, Shri Gopal Patodia.

4. **Nature, material terms, monetary value and particulars of the contract or arrangement:**
   Total Remuneration is proposed to be increased to Rs. 72,00,000/- per annum for the Senior President cum Chief Executive Officer of the Company, Shri Amit Patodia, who looks after all administrative activities, exports sales and supervision of other day to day activities of the Company as details in the draft agreement between the said Shri Amit Patodia and the Company.

5. **Any other information relevant or important for the members to take a decision on the proposed resolution:**
   Shri Amit Patodia is employment of the Company as Senior President cum Chief Executive Officer since 2004 and is discharging his duties with all devotion and perfectness.

   None of the Directors or Key Managerial Personnel of the Company except Shri Gopal Patodia, the Managing Director of the Company and Shri Amit Patodia, Sr. President cum Chief Executive Officer (Key Managerial Personnel) are concerned or interested financially or otherwise in the resolution as set out at item no. 6 of the accompanying notice, in as much as they are related to each other.

   The Board recommends the Resolution set out under Item No. 6 of the Notice for approval of the Members as an Ordinary Resolution.

ITEM NO. 7

The first term of Ms. Amishal Modi (DIN: 09661312), as an Independent Director, shall expire on 11th August 2027. She being eligible for reappointment as Independent Directors of the company for the second term of further five years. The Nomination and Remuneration Committee ("NRC") and the Board of Directors have recommended her reappointment for the second term of five years from 12th August 2027 to 11th August, 2032 subject to the approval of the shareholders.

In requirement of SEBI (LODR) Regulations, 2015 read with Companies Act 2013, the Company has received a declaration from Ms. Amishal Modi confirming the fulfillment of requirement to be re-appointed as independent director of the company.

Details pursuant to Regulation 36 of SEBI (Listing obligations and disclosures requirements). Regulations 2015, and Secretarial Standard - II, on General Meeting issued by the Institute of Company Secretaries of India, is attached as Annexure - I.

Ms. Amishal Modi, if appointed shall be with effect from 12th August 2027 for a period of 5 years.

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

Except Ms. Amishal Modi, none of the Directors or Key Managerial Personnel or their relatives, except to the extent of their shareholdings, if any, in the Company is concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Resolution set out under Item No. 7 of the Notice for approval of the Members as Special Resolution.

ITEM NO. 8

The Company has four Wind Mills, engaged in the business of Power Generation, located at (1) Village Suthari, Taluka - Abdasa, Dist. Kutch (Gujarat), (2) Village Okha Madhi, Taluka - Dwarka, Dist. Jamnagar (Gujarat), (3) Village Methan, Survey No. 284, Taluka - Jamjodhpur, Dist. Jamnagar (Gujarat) and (4) Village Methan, Survey No. 284/3, Taluka - Jamjodhpur, Dist. Jamnagar (Gujarat).

The Audit Committee and the Board of Directors and in its meeting held on 13th August 2026 have recommended and approved the proposal to either renew the lease agreements of the land alongwith the Power Purchase Agreements (PPAs) OR sale/slump-sale/scrap or otherwise dispose of any one or all of the Wind Mill Undertakings (herein after referred to as "Business Undertaking"), of the Company on going concern on a 'Slump Sale' or appropriate basis, for a consideration. The Book Value of these four Wind Mills as on 31.03.2026 is Rs. 123,65,546.

The aforesaid proposal is to ensure the operational continuity, since the 20-year land leases and corresponding Power Purchase Agreements (PPAs) for these four assets are scheduled to expire in the calendar year 2027.

The management is evaluating various alternatives for the aforesaid proposals and is in discussion with various experts, consultants and other parties for deciding either to renew the land lease or to sale/slump-sale/scrap or otherwise dispose of these Business Undertaking, together with all related assets and liabilities to as going concern on a 'Slump Sale' or appropriate basis, to any party and at such value as the Board of Directors decides in the best interest of the Company.

The proceeds of the Said Sale/slump Sale/scrap shall be utilized for the working capital requirement and towards the general corporate purpose of the Company.

In terms of Section 180(1)(a) of the Companies Act, 2013 ("Companies Act") the approval of the members is required by way of passing of a special resolution to sell, dispose of or otherwise transfer the whole or substantially the whole of any undertaking.

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

The Board is of the opinion that the aforesaid proposal in the overall best interest of the Company and hence, the Board recommends the Resolution set out under Item No. 8 of the Notice for approval of the Members as Special Resolution.

ITEM NO. 9

In terms of the provisions of Section 181 of the Companies Act, 2013, any amount contributed to any Bonafide and charitable funds in excess of 5% of the Company's average net profits during the three immediately preceding financial years requires prior approval of the Members of the Company.

Since the Company has incurred losses during the last 3 financial years, approval of the Members of the Company is sought to authorise the Board of Directors of the Company to contribute, donate or otherwise provide assistance from time to time to any bona fide charitable, social, benevolent and other funds, body, society, trust, etc., as approved by the Board of Directors of the Company up to an amount not exceeding Rs. 18,00,000/- (Rupees

Eighteen Lakh only) in any financial year, in one or more tranches, from time to time, and that the said amount may exceed 5% of the Company's average net profits as determined in accordance with the provisions of the Companies Act, 2013 during the three immediately preceding financial years.

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

The Board recommends the Resolution set out under Item No. 9 of the Notice for approval of the Members as Special Resolution.

Annexure – A

Details of Directors seeking Appointment/Reappointment at the 107th Annual General Meeting pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-II issued by the Institute of Company Secretaries of India ("ICSI") are as under:

Sl. No.	**Name of Director**	**Shri Gopal Patodia, Managing Director**	**Shri Mohan Kumar Patodia Managing Director and CFO**	**Ms. Amishal Modi, (Re-appointment as Independent cum Woman Director)**
1	DIN (Director Identification Number)	00014247	00027335	09661312
2	Date of Birth	12th December, 1946	10th June, 1948	16th May 1980
3	Age (in Years)	80	78	46
4	Date of First Appointment on the Board	12th September, 1978	9th August, 1980	12th August 2022
5	Qualifications	B.Sc. B. Tech (Chemical)	B.Com. Textile Technocrat	Ph.D. (in English)
6.	No. of shares held in Company as on 31st March, 2026.	27,369	67,998	NIL
7.	Brief profile and nature of their expertise in specific functional areas and Skill & Capabilities.	B.Sc. and B. Tech. Chemical Engineering (first division). More than 60 years of experience in managing textile industry and marketing.	B.Com. Textile Technocrat, having more than 50 years of experience in marketing of Cotton Yarn and other Textile Products.	Ms. Amishal Modi is having expertise in the field of administration and finance with experience of around 15 years. Presently she is engaged in Content Development (CBSE Project)-Freelance and is in profession since the year 2003. During her career she has worked as Editorial Assistant. She was also assistant professor at Nirma University Ahmedabad, The Dhirubhai Ambani Institute of Information and Communication Technology, Gandhinagar, and other prominent institutions.
8.	Terms and Conditions of Re-appointment	As per the resolution at item no.4 of the Notice convening this Meeting read with explanatory stateme4nt	As per the resolution at item no. 5 of the Notice convening this Meeting read with explanatory statement	As per the resolution at item no. 7 of the Notice convening this Meeting read with explanatory statement

9.	Remuneration last drawn (2025-26)	83.95 lakhs	59.15 lakhs	--
10.	Remuneration to be paid	Rs. 3,90,000/- per month	Rs. 2,10,000/- per month	--
11.	Number of meetings of the Board attended during the year 2025-26	4	1	4
12.	Directorship of other Companies	(a) Patodia Syntex Limited; (b) Shashank Investments Private Limited; (c) Sambhu Investments Private Limited; (d) Veepee Intrades Private Limited; and (e) Trikon Investments Private Limited	(a) Eurospin Industries Limited; (b) Sambhu Investments Private Limited; (c) Trikon Investments Pvt. Ltd.	NIL
13.	Chairman of Committees of other Companies	Nil	Nil	NIL
14.	Member of Committees of other Companies	Nil	Nil	NIL
15.	Relationship with other Directors, Manager and Key Managerial Personnel ("KMP")	**Brothers:** Shri Krishan Kumar Patodia, and Shri Mohan Kumar Patodia **Son:** Shri Amit Patodia – Senior President cum CEO	**Brothers:** Shri Gopal Patodia and Shri Krishan Kumar Patodia	Not related to any of the Directors, Managers and KMP

By Order of the Board
For PBM Polytex Limited

GOPAL PATODIA
Managing Director
(DIN: 00014247)

Place : Vadodara
Date : 13.08.2026