

**NOTICE TO SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN THAT 36<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF CANDOUR TECHTEX LIMITED (FORMERLY KNOWN AS “CHANDNI TEXTILES ENGINEERING INDUSTRIES LIMITED”) WILL BE HELD ON THURSDAY, SEPTEMBER 29, 2022, AT 04:30 P.M. THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM) FOR TRANSACTING THE FOLLOWING BUSINESS:**

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**ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Auditors and Board of Directors thereon.**
- 2. To appoint a Director in place of Mrs. Amita Jayesh Mehta (DIN: 00193075), who retires by rotation and being eligible offers herself for re-appointment.**
- 3. To re-appoint M/s. Ambavat Jain & Associates as Statutory Auditor of the company for second term of Five (5) years.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections - 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (Act) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, **M/s. Ambavat Jain & Associates, Chartered Accountants (ICAI Firm Registration Number 109684W)**, be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of five consecutive years to hold office commencing **from the conclusion of this (36<sup>th</sup>) Annual General Meeting (AGM) till the conclusion of the 41<sup>st</sup> AGM of the Company to be held in the year 2027, to examine and audit the accounts of the Company for the financial years 2022-23 to 2026-27** on such remuneration plus applicable taxes and out-of-pocket expenses incurred in connection with the Audit, as recommended by the Board Audit Committee and as may be mutually agreed upon between the Board of Directors of the Company and the Auditors from time to time.

**RESOLVED FURTHER** that the Statutory Auditors of the Company be and are hereby authorized to carry out (either themselves or through qualified Associates) the audit of the Company’s accounts maintained at all its offices, plants, works and establishments (whether now existing or as may be established or acquired during the Company’s respective financial years, up to 2026-27) wherever situated in India or abroad.

**RESOLVED FURTHER** that pursuant to the provisions of Section - 143(8) and other applicable provisions, if any, of the Act, the Board of Directors be and is hereby authorized to re-appoint M/s. Ambavat Jain & Associates, the Company’s Auditors and/or in consultation with them, any other

person or persons who is/ are qualified for appointment as Auditor or Auditors of the Company's Branch offices (whether now existing or as may be established outside India) to examine and audit the accounts for the financial years up to 2026-27, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

#### **SPECIAL BUSINESS:**

#### **4. Appointment of Ms. Mansi Harsh Dave (DIN: 07663806) as the Independent Director (Non-Executive) of the Company.**

To consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution**:

The Chairman placed before the Board draft resolution to consider appointment of Ms. Mansi Harsh Dave (DIN: 07663806) as the Additional Director (Non-Executive Independent Director) with effect from January 19, 2022. The following resolution was passed:

**"RESOLVED THAT** pursuant to the provisions of Sections - 149, 152 and any other applicable provisions of the Companies Act, 2013 (**"the Act"**) read with Schedule - IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, including any other Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Article of Association of the Company, **Ms. Mansi Harsh Dave (DIN: 07663806)** who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Director) of the Company by the Board of Directors at its meeting held on January 19, 2022 pursuant to Section - 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting (AGM) and in respect of whom the company has received a notice in writing from a member along with the deposit of the requisite amount under Section - 160 of the Companies Act, 2013 proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in Section - 149(6) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the company to hold office for a term of 5 (five) consecutive years commencing from January 19, 2022 till January 18, 2027, whose period of office will not be liable to determination by retirement of Directors by rotation.

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

#### **5. Approval for Sale/Transfer of Plastic Division of the Company.**

To consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section - 180(1)(a) and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration)

Rules, 2014 and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules and regulations framed by the Securities and Exchange Board of India, and the enabling provisions in the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, sanctions, consents and permissions as may be deemed necessary be obtained from the appropriate authorities to the extent applicable and necessary, approval and consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose of the Plastics Division of the Company (**‘Undertaking’**) together with the use of all the licenses, permits, consents and approvals whatsoever, and all related assets (movable and immovable, tangible and intangible) and identified liabilities, contracts and employees, by way ‘of slump sale’ (as defined under Section – 2 (42C) of the Income Tax Act, 1961) to **ABSOLUTE PLASTICS PRIVATE LIMITED**, a related party of the Company, at such consideration as decided by the Board not exceeding **Rs. 6,75,00,000 (Six Crores Seventy five Lakhs Rupees Only)** and on such terms and conditions and with effect from such date and in such manner as the Board may think fit and proper.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to finalize and execute necessary documents including but not limited to definitive Agreements including the Business Transfer Agreement (**‘BTA’**), deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized and empowered to execute the documents, deeds or writings required to be executed in relation to the resolution mentioned above and other incidental documents, make applications to regulatory and governmental authorities for the purposes of obtaining all approvals, consents, permissions and sanctions required by Company and to do all acts and deeds as may be necessary, proper, desirable and/or expedient to give effect to this resolution.”

**6. To alter the Object Clause of the Memorandum of Association of the Company.**

To consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section - 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to the approval of the concerned Registrar of Companies Ministry of Corporate Affairs, consent of the shareholders by

way of Special Resolution and is hereby accorded for addition of following clause in the Memorandum of Association of Company:

*“To carry out weaving of fabrics and the process of coating, lamination and printing on all types of textile fabrics and dyeing and finishing of fabrics.”*

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

**By the order of the Board  
CANDOUR TECHTEX LIMITED**

**Sd/-  
Jayesh R Mehta  
Chairman & Managing Director  
DIN: 00193029**

**Date: August 13, 2022  
Place: Mumbai**

**NOTES:**

- An Explanatory Statement pursuant to Section - 102 of the Companies Act, 2013 relating to the Special Business set out in item no. 4, 5 and 6 of the accompanying Notice to be transacted at the Annual General Meeting is annexed hereto.
- In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its **Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, General Circular No.02/2021 dated January 13, 2021 and General Circular No. 02/2022 dated May 05, 2022 (collectively referred to as “MCA Circulars”)** and other applicable circulars issued by the Securities and Exchange Board of India (“SEBI”) permitted to hold the Annual General Meeting (“AGM”) through Video Conferencing (**VC**)/ Other Audio Visual Means (**OAVM**), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (**the “Act”**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and MCA Circulars, the 36<sup>th</sup>AGM of the Company is being held through VC / OAVM. The deemed venue for the 36<sup>th</sup>AGM shall be deemed to be the Registered Office of the Company situated at 110, T.V.Industrial Estate, 52, S.K.Ahira Marg, Worli, Mumbai -4000030.
- Pursuant to the provisions of the Act, a Member entitled to attend and vote at the 36<sup>th</sup>AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this 36<sup>th</sup>AGM is being held pursuant to the MCA Circulars through VC / OAVM facility, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 36<sup>th</sup>AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Bodies Corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- 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 dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 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’s agency. The facility of casting votes by a member using remote e-voting before AGM as well as the e-voting on the date of the AGM will be provided by CDSL.
- The Board has appointed **M/s S P K G & Co. LLP, Mumbai** as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
- The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice and this mode will be available throughout the proceedings of the Meeting. The Members will be able to

view the proceedings on the NSDL e-voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first serve basis as per the MCA Circulars. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.

- Institutional/Corporate Members intending to appoint their authorised representatives pursuant to Section 113 of the Act, to attend the 68<sup>th</sup> AGM through VC/OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution (PDF/JPG format) to the Scrutinizer by email at [ashutosh.somani@spkg.co.in](mailto:ashutosh.somani@spkg.co.in) with a copy marked to [compliance@cteil.com](mailto:compliance@cteil.com)
- 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 Act.
- Pursuant to the provisions of Section - 91 of the Act, the Register of Members and the Share Transfer Books of the Company will **not be closed** for the purpose of 36<sup>th</sup>AGM of the Company.
- A brief detail of the Director, who is being re-appointed, is annexed hereto as per the requirements of Regulation - 36 (3) of the SEBI Listing Regulations and as per the provisions of the Act.
- In line with the MCA Circulars, the Notice of the AGM along with the Annual Report 2021-22 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA. The Notice convening the 36<sup>th</sup>AGM and Annual Report 2021-22 has been uploaded on the website of the Company at [www.cteil.com](http://www.cteil.com) and may also be accessed from the relevant section on the websites of the Stock Exchanges, i.e. BSE Limited and Metropolitan Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.msei.com](http://www.msei.com) respectively. The Notice of the AGM is also available on the website of NSDL <https://www.evoting.nsdl.com>
- The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Thursday, September 22, 2022 being Cut-off Date**.
- Since the 36<sup>th</sup>AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section - 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. **Thursday, September 29, 2022**. Members seeking to inspect such documents can send an email to [compliance@cteil.com](mailto:compliance@cteil.com)
- As per Regulations - 39 and 40 of the Listing Regulations, as amended, listed companies can effect issuance of duplicate securities certificate; renewal / exchange, endorsement, sub-division/split, consolidation of securities certificate, transfer, transmission and transposition, as applicable in Dematerialized form only **with effect from January 24, 2022**.

Further, SEBI vide its circular dated November 03, 2021, read with clarification dated December 14, 2021 introduced common and simplified norms for processing investor's service request by Registrar and Transfer Agent(s) (RTAs) and norms for furnishing PAN, KYC details and Nomination. Accordingly, effective January 01, 2022, the RTA shall not process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents/details are updated. On or after 1st April, 2023, in case of any of the above cited documents/details are not available in the folios, RTA shall be constrained to freeze such folios. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing the aforesaid details. This communication was also intimated to the Stock Exchanges and available on the website of the Company. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialized form. Members can download Forms to make their service request with RTA from link <https://www.purvashare.com> or contact the Company's RTA 022 - 23016761 ('Registrar') at (email of RTA) [support@purvashare.com](mailto:support@purvashare.com) for assistance in this regard.

- Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, PAN, registration of nomination, Power of Attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio no. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
- To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any joint holder / Member as soon as possible. Members are also advised to periodically obtain / request their DP for statement of their shareholding and the same be verified from time to time.
- In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

**CDSL e-Voting System – For Remote e-voting and e-voting during Annual General Meeting (“AGM”):**

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTINGAND E-VOTINGDURING AGM AND JOINING MEETING THROUGH VC/OAVMARE AS UNDER:**

- (i) The voting period **begins on September 26, 2022 at 10.00 A.M. and ends on September 28, 2022 at 5.00 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 (record date) of **September 22, 2022** 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.

- (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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities	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 URL for users to login to



in Demat mode with CDSL	<p>Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with 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 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 &amp; voting during the meeting.</p>

**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 .**

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 <a href="mailto:helpdesk.e-voting@cdslindia.com">helpdesk.e-voting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- (1) The shareholders should log on to the e-Voting website [www.e-votingindia.com](http://www.e-votingindia.com).
- (2) Click on “Shareholders” module.
- (3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. 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.e-votingindia.com](http://www.e-votingindia.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:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• 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 as mentioned in instruction (v).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.

- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) **Facility for Non - Individual Shareholders and Custodians - Remote Voting**
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.e-votingindia.com](http://www.e-votingindia.com) and register themselves in the "Corporate" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.e-voting@cdslindia.com](mailto:helpdesk.e-voting@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 should be mailed to helpdesk at [e-voting@cDSLindia.com](mailto:e-voting@cDSLindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance@cteil.com](mailto:compliance@cteil.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 Remote 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 Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 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 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [compliance@cteil.com](mailto:compliance@cteil.com) (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 shall 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.e-voting@cdslindia.com](mailto:helpdesk.e-voting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

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.e-voting@cdslindia.com](mailto:helpdesk.e-voting@cdslindia.com) or call on 022-23058542/43.

**EXPLANATORY STATEMENT PURSUANT SECTION - 102 OF THE COMPANIES ACT, 2013****ITEM NO.3:**

The Board appointed as per Section- 139 of the Companies Act, 2013 **M/s. Ambavat Jain & Associates LLP, Chartered Accountants as Statutory Auditors** of the Company **for a period of 5 years by the Shareholders at the 31<sup>st</sup> Annual General Meeting held on September 29, 2017 to hold office from the conclusion of 31<sup>st</sup> Annual General Meeting until the conclusion of the 36<sup>th</sup> Annual General Meeting.** The Board further noted that as per Section - 139 (2) (b) of the Companies Act 2013 an audit firm can be appointed as Auditors of the Company for two terms of 5 consecutive years.

The Board obtained from M/s. Ambavat Jain & Associates LLP, the Auditors, a Certificate as required under Section - 139 of the Companies Act, 2013 to the effect that they are eligible to continue as Statutory Auditor of the Company in respect of FY 2022-23.

The Board further proposes to re-appoint the Statutory Auditors for a second term for a period of 5 years **commencing from the conclusion of this (36<sup>th</sup>) Annual General Meeting (AGM) till the conclusion of the 41<sup>st</sup> AGM of the Company to be held in the year 2027, to examine and audit the accounts of the Company for the financial years 2022-23 to 2026-27** on such remuneration plus applicable taxes and out-of-pocket expenses incurred in connection with the Audit.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway, concerned or interested in the said resolution.

The Board of Directors recommends passing of the Ordinary Resolution as contained in Item No. 3 of the accompanying Notice for the Approval of the Members of the Company.

**ITEM NO. 4:**

**Mrs. Mansi Harsh Dave (DIN: 07663806)**, on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director in the capacity of a Non-Executive Independent Director with effect from January 19, 2022 by the Board of Directors in accordance with Article of the Articles of Association and Sections - 149(6), 161 and Schedule - IV of the Companies Act, 2013 ("the Act").

As per Section - 161 of the Act, Mrs. Mansi Harsh Dave (DIN: 07663806) holds office upto the date of the ensuing AGM on September 29, 2022. The Company has received the requisite notice in writing under Section - 100 of the Act along with a deposit of Rs. 1,00,000 from a member proposing the candidature of Mrs. Mansi Harsh Dave (DIN: 07663806) to be appointed as an Independent Non-Executive Director at the ensuing AGM not liable to retire by rotation. Mrs. Mansi Harsh Dave (DIN: 07663806) has consented to the proposed appointment and declared qualified. Mrs. Mansi Harsh Dave possesses requisite knowledge, experience and skill for the position of Independent Director as per required criteria under the Act and rules & regulations made thereunder.



Based on the recommendation received from the Nomination and Remuneration Committee and in view of her knowledge, skills and invaluable expertise related to the industry of the Company, it is proposed to appoint Mrs. Mansi Harsh Dave (DIN: 07663806) as an Independent Non-Executive Director of the company in terms of Section - 149 read with Section - 152 of the Companies Act, 2013. In terms of Sections - 149 and 152 is not liable to retire by rotation. Mrs. Mansi Harsh Dave (DIN: 07663806) of the Companies Act, 2013, Mrs. Mansi Harsh Dave (DIN: 07663806) if appointed, will hold office for consecutive term of 5 years commencing from January 19, 2022 till January 18, 2027.

The terms and conditions of appointment of Mrs. Mansi Harsh Dave (DIN: 07663806) Independent Non-Executive Director is available for inspection by members at the Registered Office of the Company on any working day during working hours between 9:30 A.M. to 6:30 P.M.

Except Mrs. Mansi Harsh Dave (DIN: 07663806), no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution.

The Board of Directors recommends passing of the Special Resolution as contained in Item No. 4 of the accompanying Notice for the Approval of the Members of the Company.

#### **ITEM NO. 5:**

As a part of long term corporate strategy, the Board of Directors (the "Board") of the Company have proposed to sell and transfer the Company's plastic division (being operated as a separate division/undertaking) engaged in the business of contact manufacture of plastic molds and other plastic to **ABSOLUTE PLASTICS PRIVATE LIMITED**, a related party of the Company ("**Buyer**") as an inseparable whole, as a going concern on slump sale basis, the lump sum consideration for such sale and transfer being **Rs. 6,75,00,000 (Six Crores Seventy Five Lakhs Rupees Only)** subject to customary closing adjustments in accordance with the provisions of the business transfer agreement to be executed between the Company and the Buyer ("**BTA**"), without values being assigned to the individual assets and liabilities in accordance with the provisions of Section 50B read with Section - 2(42C) of the Income-tax Act, 1961, on such terms and conditions and with such modifications as may be required by any of the concerned authorities or as the Board may deem fit and appropriate in the interest of the Company ("**Proposed Transaction**").

In accordance with the provisions of Section - 180(1)(a) of the Act, any sale, lease or otherwise disposal of whole or substantially the whole of the undertaking of a company requires the approval of members of the company by way of a Special Resolution.

The Proposed Transaction was approved by the Board at its meeting held on **August 13, 2022** Pursuant thereto, the BTA is proposed to be executed between the Company and the Buyer. Under the BTA, sale and transfer of the Business Undertaking from the Company to the Buyer is conditional upon satisfactory completion of the condition precedent (including the approval of the Members, lenders and other necessary approvals as may be required for the Proposed Transaction) by the parties.

The Proposed Transaction would be in the nature of a related party transaction under Section - 188(1)(b) of the Act read with rules made thereunder including circular, notification, clarifications thereto, as it involves selling or otherwise disposing of property of any kind to the Buyer, which is a related party of the Company. Members of the Company are further requested to note that Section - 188(1)(b) of the Act read with Rule - 15(3)(a)(ii) of the Companies (Meetings of Board and Its Powers) Rules, 2014, requires that any transaction entered into between related parties for selling or otherwise disposing of, or buying property of any kind, where the amount involved equals to or exceeds 10% (ten percent) of the net worth of the company is to be approved by the members of the company by way of a resolution.

In terms of Regulation - 23(3) of LODR Regulation, Audit Committee approval is required for Related Party Transactions; The Audit Committee approved the proposed transaction in their meeting held on August 13, 2022.

In terms of Regulation - 23(4) of the LODR Regulations, all material related party transactions (including transfer of resources, services or obligations between a listed entity and a related party, regardless of whether a price is charged) shall require approval of the shareholders through resolution. As per Regulation - 23(4) no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. Therefore, related parties will be abstained from voting. A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, with a related party exceeds 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Further, Regulation - 23(2) of the LODR Regulations inter-alia provides that the requirement of obtaining approval of members under Regulation - 23(4) of the LODR Regulations shall be applicable for a material transaction and proviso to Regulation - 23(1) defines material transaction if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees One Thousand Crores or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. As per latest audited financial statements company is not fulfilling the abovementioned conditions. Therefore, the requirement of obtaining the approval of members under Regulation - 23(4) of the LODR Regulations shall not apply to the Proposed Transaction.

Except for Mr. Jayesh Ramniklal Mehta and Mrs. Amita Jayesh Mehta who are also the Directors and shareholders on the Board of the Buyer, and their respective relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution.

The Board of Directors recommends passing of the Special Resolution as contained in Item No. 5 of the accompanying Notice for the Approval of the Members of the Company.

**ITEM NO. 6:**

In order to make the Main Object Clause of the Memorandum of Association comprehensive and concise and to carry on the business of technical textile, it is proposed to amend the Main Object Clause of the Memorandum of Association of the Company by addition of following:

*“To carry out weaving of fabrics and the process of coating, lamination and printing on all types of textile fabrics and dyeing and finishing of fabrics.”*

The Board at its meeting held on **Saturday, August 13, 2022** has approved alteration of the Memorandum of Association of the Company and the Board now seeks Members' Approval for the same.

The proposed change of Object Clause requires the Approval of Shareholders through Special Resolution pursuant to the provisions of Section - 13 of the Companies Act, 2013.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 A.M. to 5.00 P.M. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolutions.

The Board of Directors recommends passing of the Special Resolution as contained in Item No. 6 of the accompanying Notice for the Approval of the Members of the Company.

**ANNEXURE – I**

**Details of Directors seeking re-appointment at the Annual General Meeting (Pursuant to Regulation - 36(3) of the Listing Regulations) and SS-2 Secretarial Standard on General Meetings seeking re-appointment at ensuing 36<sup>th</sup> Annual General Meeting.**

<b>Name of Director</b>	<b>Mrs. Amita Jayesh Mehta</b>
<b>Date of Birth</b>	1.11.1963
<b>Qualification</b>	Commerce Graduate
<b>Nationality</b>	Indian
<b>Date of First Appointment</b>	17.06.1986
<b>Designation</b>	Non-Executive Director
<b>Director Identification Number</b>	00193075
<b>Brief Profile including expertise in specific Functional Area</b>	Mrs. Amita J Mehta deals with the sourcing of Materials. She is also active in corporate governance issues.
<b>No. of Board Meetings attended during the Financial Year 2021-2022</b>	Mrs. Mehta attended all the 7 Board Meetings conducted during the year.
<b>Directorships in other Listed Companies</b>	Chandni Machines Limited
<b>Membership /Chairmanship of Committees of other Board as on 31<sup>st</sup> March, 2022</b>	Nil
<b>Total shares held by her in the Company with other Directors</b>	27,59,626 (16.29%) equity shares of Rs. 10/- each. Mrs. Amita Jayesh Mehta is the spouse of Mr. Jayesh Ramniklal Mehta.

<b>Name of Director</b>	<b>Mrs. Mansi Harsh Dave</b>
<b>Date of Birth</b>	22/02/1989
<b>Qualification</b>	L.LB, University of Mumbai, Mumbai
<b>Nationality</b>	Indian
<b>Date of First Appointment</b>	19.01.2022
<b>Designation</b>	Non-Executive – Independent Director
<b>Director Identification Number</b>	07663806
<b>Brief Profile including expertise in specific Functional Area</b>	Mrs. Mansi Harsh Dave active in corporate governance issues.
<b>No. of Board Meetings attended during the Financial Year 2021- 2022</b>	Mrs. Dave attended all the Meetings conducted during the year.
<b>Directorships in other Listed Companies</b>	CHOTHANI FOODS LIMITED GETALONG ENTERPRISE LIMITED
<b>Membership /Chairmanship of Committees of other Board as on 31<sup>st</sup> March, 2022</b>	<b><u>CHOTHANI FOODS LIMITED</u></b> Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee - Member. <b><u>GETALONG ENTERPRISE LIMITED</u></b>

	Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee - Chairman.
<b>Total shares held by her in the Company with other Directors</b>	NIL

**By the order of the Board  
CANDOUR TECHTEX LIMITED**

**Sd/-  
Jayesh R Mehta  
Chairman & Managing Director  
DIN: 00193029**

**Date: August 13, 2022  
Place: Mumbai**

**Registered Office:  
110, T. V. Industrial Estate,  
52, S. K. Ahire Marg,  
Worli, Mumbai-400030**