

CandourTechtex Limited

(Formerly known as Chandni Textiles Engineering Industries Ltd)

Regd Office: 108/109, T.V. Industrial Estate, 52, S.K.Ahira Marg, Worli, Mumbai-400030, Maharashtra, India
Phone:022-24950328; Mobile no.: 9324802995 / 9324802991. Email: jrgroup@jrmehta.com; sales@cteil.com
CIN: L25209MH1986PLC040119

NOTICE TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT 37TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CANDOUR TECHTEX LIMITED (FORMERLY KNOWN AS "CHANDNI TEXTILES ENGINEERING INDUSTRIES LIMITED") WILL BE HELD ON SATURDAY, SEPTEMBER 30, 2023, AT 03:30 P.M. THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM) DEEMED TO BE HELD AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 108/109 T. V. INDUSTRIAL ESTATE, 52, S.K. AHIRE MARG, WORLI, MUMBAI 400030 FOR TRANSACTING THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2023 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.

SPECIAL BUSINESS:

3. To Re-appoint and fix remuneration of Mr. Jayesh Ramniklal Mehta as a Chairman and Managing Director of the Company.

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**) and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to other requisite approvals, if any, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Jayesh Ramniklal Mehta (DIN: 00193029) as Chairman and Managing Director of the Company for a period of five years w.e.f. April 01, 2022 to March 31, 2027 at a remuneration **not exceeding Rs. 1,00,000 per month** inclusive of perquisites as per applicable provisions of the Act read with rules thereof as amended from time to time on the terms and conditions of appointment and remuneration as

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approved by the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Jayesh Ramniklal Mehta as Chairperson and Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Director(s) and/or Officer(s) of the Company, to give effect to this resolution.”

4. Approval for Sale/Transfer of Plastic Division of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a), 188(1)(a) and other applicable provisions of the Companies Act, 2013 read with Rule 15 of 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), Regulation 23 (3), 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**hereinafter referred to as “SEBI (LODR) 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)

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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 (Rupees Six Core Seventy Five Lakhs Only) (value determined by an Independent Valuer)** 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 any of the Directors of 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.”

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

Sd/-

Jayesh R Mehta

Chairperson & Managing Director

DIN: 00193029

Date: August 14, 2023

Place: Mumbai

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NOTES:

- Pursuant to the General Circular numbers 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022 and 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“MCA”) (collectively referred to as “MCA Circulars”) and Circular numbers SEBI/HO/CFD/CMD1/ CIR/P/2020/79, dated May 12, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023, issued by the Securities and Exchange Board of India (“SEBI”) (**hereinafter collectively referred to as “the Circulars”**). Companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. In compliance with the Circulars, the AGM of the Company is being held through VC/OAVM. **The deemed venue for the 37th AGM shall be deemed to be the Registered Office of the Company situated at 108/109, T. V. Industrial Estate, 52, S.K. Ahira Marg, Worli, Mumbai -400030.**
- A member entitled to attend and vote at the meeting 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. In compliance with the circulars the AGM is being held through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM.
- 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 relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (**“the Act”**) in respect of the Special Business specified under **Item No. 3 & Item No.4** of the accompanying Notice is annexed hereto.
- Disclosure pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“the Listing Regulations”**) and Secretarial Standard on General Meetings (**“SS - 2”**), with respect to Director seeking appointment/re-appointment at the AGM, is annexed to this Notice.

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- Corporate Members intending to authorise their representatives to participate in the AGM through VC/ OAVM on its behalf and to vote through remote e-voting/ during the AGM, pursuant to Section 113 of the Act are requested to send a certified copy of the relevant Board Resolution to the Scrutiniser by email through its registered mail addresses to ashutosh.somani@spkg.co.in with a copy marked to e-voting@cdslindia.com
- The Board has appointed **Mr. Ashutosh Somani, Partner of M/s S P K G & Co. LLP, Practising Chartered Accountant, Mumbai (Membership No.:178942)** has been appointed as the Scrutiniser to scrutinise the remote e-voting process and e-voting during the AGM in a fair and transparent manner.
- The Chairperson shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutiniser, to all those Members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
- The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting and make, not later than two working days from the conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The results declared along with the report of the Scrutiniser shall be placed on the website of the Company at compliance@cteil.com and on the website of CDSL at www.evoting.cdsl.com immediately. The Company shall simultaneously communicate the results to BSE Limited and Metropolitan Stock Exchange of India Limited, where the shares of the Company are listed.
- Subject to receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the date of AGM i.e. **Saturday, September 30, 2023.**
- 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 CDSL e-voting website at www.evoting.cdsl.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 though VC/OAVM forms part of the Notes to this Notice.

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- Institutional/Corporate Members intending to appoint their authorised representatives pursuant to Section 113 of the Act, to attend the 37th 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 with a copy marked to 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 37th AGM of the Company.
- In line with the MCA Circulars, the Notice of the AGM along with the Annual Report 2022-2023 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 37thAGM and Annual Report 2022-2023 has been uploaded on the website of the Company at 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 and www.msei.com respectively. The Notice of the AGM is also available on the website of NSDL <https://e-voting@cdslindia.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 **Saturday, September 23, 2023 being Cut-off Date**.
- Since the 37thAGM 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. Saturday, September 30, 2023**. Members seeking to inspect such documents can send an email to 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.

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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 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 INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVMARE AS UNDER:

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

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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 Wednesday, September 27, 2023 at 10:00 A.M. and ends on Friday, September 29, 2023 at 05:00 P.M.** During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **Cut-Off Date (Record Date) of Saturday, September 23, 2023** 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.

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Pursuant to above said 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 .	<ol style="list-style-type: none">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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi Tab.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 & 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.3) If the user is not registered for Easi/Easiest, option to register is available at CDSL Website and click on login & New System Myeasi 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 a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under

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	<p>“Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP).</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>

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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 22 55 33
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 toll free no.: 1800 1020 990 and 1800 22 44 30

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

(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.

(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.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:

	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

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	(Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (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.

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CIN: L25209MH1986PLC040119

- (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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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.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.
 - 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 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, 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/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/EGM 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.

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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/EGM.
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 (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/EGM 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/EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM/EGM 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**.

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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 22 55 33.

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 or call at toll free no. 1800 22 55 33.

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EXPLANATORY STATEMENT PURSUANT SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3:

The Board of Directors of the company at their meeting held on **August 14, 2023** approved re-appointment of Mr. Jayesh Ramniklal Mehta (DIN: 00193029) as a Chairman and Managing Director of the Company. Keeping in view Mr. Jayesh Ramniklal Mehta's (DIN: 00193029) rich and varied experience in the business of manufacturing of machines, his involvement in the operations of the Company over a long period of time, and his pioneering role in guiding the Company and contribution towards improvement in performance of the Company, the Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, at their Meeting held on **August 14, 2023** approved the re-appointment of Mr. Jayesh Ramniklal Mehta (DIN: 00193029) as Chairman and Managing Director of the Company for a period of five years with effect from April 01, 2022 at a remuneration **not exceeding Rs. 1,00,000 per month** inclusive of perquisites as per applicable provisions of the Act read with Rules thereof as amended from time to time on the terms and conditions of appointment and remuneration as approved by the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee. The remuneration shall be paid to Mr. Jayesh Ramniklal Mehta (DIN: 00193029) as the minimum remuneration in the event of absence or inadequacy of profits in any financial year of the Company. It is proposed to seek the members' approval for the re-appointment and remuneration payable to Mr. Jayesh Ramniklal Mehta (DIN: 00193029) as Chairman & Managing Director of the Company, in terms of the applicable provisions of the Act and Regulation as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

Mrs. Amita Jayesh Mehta, being relative of Mr. Jayesh Ramniklal Mehta, is also deemed to be interested in the said Resolution.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board of Director recommends the relevant resolution for your consideration and approval as Special Resolution.

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ITEM NO. 4:

In the 36th Annual General Meeting held on September 29, 2022, the Shareholder approves the Special Resolution for Sale/Transfer of Plastic Division of the Company under Securities Exchange Board of India (Listing of Obligation & Disclosure Requirements) Regulation, 2018 and Companies Act, 2013 but the Company was not able to complete the transaction. To complete the transaction, the Board of Directors at their Meeting held on **August 14, 2023** approved the Slump Sale of Plastic Division the Company and recommended the same to Shareholders for their approval.

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 moulds 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 **not exceeding Rs. 6,75,00,000 (Rupees Six Crores Seventy Five Lakh 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. An undertaking for the purpose of Section 180(1) (a) of the Act means an undertaking in which the investment of the Company exceeds 20% of its net worth as per the Audited Balance Sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the previous financial year. Since the Plastics Divisions Undertaking exceeds the threshold specified herein, the transfer of the Plastics Division Undertaking requires approval of the members by a special resolution under Section 180(1) (a) of the Act.

The Proposed Transaction was approved by the Board at its Meeting held on **August 14, 2023**. 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

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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 SEBI LODR Regulation, Audit Committee approval is required for Related Party Transactions; The Audit Committee approved the Proposed Transaction in their Meeting held on **August 14, 2023**.

In terms of Regulation - 23(4) of the SEBI 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, the Company is not fulfilling the above mentioned 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.

In terms of Regulation 37A of SEBI LODR Regulation, a listed entity carrying out sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of such entity or where it owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, shall - (a) take prior approval of shareholders by way of special resolution.

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The Company has obtained a Statement Certifying the Net Worth of the Plastic Division Undertaking from M/s. Deepak H. Padachh & Co., Chartered Accountants.

Except for Mr. Jayesh Ramniklal Mehta and Mrs. Amita Jayesh Mehta who are also the Directors and Shareholders on the Board of the Companies, 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 is of the opinion that the aforesaid Special Resolution is in the best interest of the Company and hence, 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.

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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 37th Annual General Meeting.

S. No.	Particulars	Details	
1.	Name of the Director	Jayesh Ramniklal Mehta	Amita Jayesh Mehta
2.	Age	61	59
3.	DIN	00193029	00193075
4.	Date of Birth	15/08/1962	01/11/1963
5.	Date if first appointment on the Board	17/06/1986	17/06/1986
6.	Qualifications	Textile Engineer	Commerce Graduate
7.	Expertise	Mr. J R Mehta has over 26 years experience in the textile industry.	Mrs. Amita Jayesh Mehta deals with the sourcing of Materials.
8.	Other Directorships	<ul style="list-style-type: none"> • Chandni Machines Limited • Absolute Plastics Private Limited • JR Auto Components Private Limited • KJM Engineering Tools Private Limited • Humans Of Bombay Stories Private Limited • Jumping Genius School Private Limited 	<ul style="list-style-type: none"> • Chandni Machines Limited • JR Auto Components Private Limited • KJM Engineering Tools Private Limited
9.	Number of meetings of the Board attended during the year	5	5
10.	Listed Companies (other than Candour Techtex Limited) in which he/she holds Directorship and	Chandni Machines Limited	Chandni Machines Limited

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	Committee Membership.* *includes only Audit Committee & Stakeholders' Relationship Committee		
11.	Shareholding in Candour Techtex Limited	43,92,091 Equity Shares of Rs. 10/- each.	10,52,021 Equity Shares of Rs. 10/- each.
12.	Relationship between Directors inter-se	Ms. Amita Jayesh Mehta is relative of Mr. Jayesh Ramniklal Mehta.	Mr. Jayesh Ramniklal Mehta is relative Ms. Amita Jayesh Mehta.

By the order of the Board
CANDOUR TECHTEX LIMITED

Sd/-

Jayesh R Mehta

Chairperson & Managing Director

DIN: 00193029

Date: August 14, 2023

Place: Mumbai

Registered Office:

108/109, T. V. Industrial Estate,

52, S. K. Ahira Marg,

Worli, Mumbai-400030.