

CHANDNI TEXTILES ENGINEERING INDUSTRIES LIMITED

Corporate Identity Number (CIN) : L25209MH1986PLC040119

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

Website : www.cteil.com. Email : compliance@cteil.com

NOTICE OF EXTRA - ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA- ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF CHANDNI TEXTILES ENGINEERING INDUSTRIES LIMITED("THE COMPANY") WILL BE HELD THROUGH VIDEO CONFERENCE ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM') ON FRIDAY, FEBRUARY 11, 2022 AT 4.00 P.M. TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

SPECIAL BUSINESS:

ITEM NO. 1:

TO APPROVE THE ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS

To approve the offer or invitation to subscribe to equity shares by way of preferential allotment on a private placement basis, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections - 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (**the "Act"**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**the "SEBI ICDR Regulations"**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended(**the "SEBI Listing Regulations"**), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (**"SEBI"**) and/ or any

other competent authorities from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), *the consent/ approval of the members of the Company (“Members”), be and is hereby accorded to create, issue, offer and allot* at an appropriate time, in one or more tranches, up to **8,00,000 (Eight Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only)** face value (**“Shares”**) at an issue price of **Rs. 50/- (Rupees Fifty Only)** for a consideration not exceeding an aggregate amount of **Rs. 4,00,00,000/- (Rupees Four Crores Only)** to the investors listed in the table below (**Hereinafter referred to as “Investors”**) as per the details listed below, on a preferential basis (**“Preferential Allotment”**) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations, 2018, Companies Act,2013 and other applicable laws as mentioned hereunder:

S.No.	Name of Allottee	Category	No. of Shares	Subscription Amount (in Rs.)
1.	Jayesh Ramniklal Mehta	Promoter	2,00,000	1,00,00,000
2.	Mangal Keshav Capital Limited	Non-Promoter	3,00,000	1,50,00,000
3.	Mahek Ketan Kamdar	Non-Promoter	50,000	25,00,000
4.	Ketan Pravinchandra Kamdar	Non-Promoter	50,000	25,00,000
5.	Tejal Ketan Kamdar	Non-Promoter	50,000	25,00,000
6.	Hitesh Zaverbhai Kamdar	Non-Promoter	50,000	25,00,000
7.	Nayana P.Shah	Non-Promoter	1,00,000	50,00,000
	TOTAL		8,00,000	4,00,00,000

“RESOLVED FURTHER THAT the relevant date for the determination for the issue price for the Shares as per Regulation - 161 of the SEBI (ICDR) Regulations, 2018 is **January 12, 2021.**”

“RESOLVED FURTHER THAT the Preferential Allotment shall be made on the following terms and conditions:

- (i) The Allottee shall be required to bring in 100% of the consideration for the relevant Shares on or before the date of allotment hereof.
- (ii) The consideration for allotment of the relevant Shares shall be paid to the Company from the bank account of the Allottee
- (iii) Allotment of Shares shall only be made in dematerialized form.
- (iv) The Shares allotted to the Allottee shall rank pari passu inter-se with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company and any applicable lock-in requirements in accordance with Regulation - 167 of the SEBI (ICDR) Regulations, 2018.
- (v) The Shares shall be allotted within a period of 15 (fifteen) days from the date of this resolution. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.”

“RESOLVED FURTHER THAT subject to SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Shares.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit and to authorize all such persons as may be necessary, in connection therewith and incidental thereto, to take all other steps which may be incidental, consequential, relevant or ancillary in this connection.”

“RESOLVED FURTHER THAT the Directors, Company Secretary and the Chief Financial Officer of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including:

- (a) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the subscription and listing of the Shares;
- (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, Reserve Bank of India;
- (c) to represent the Company before any Government / Regulatory Authorities;
- (d) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required.”

BY ORDER OF THE BOARD

For CHANDNI TEXTILES ENGINEERING INDUSTRIES LIMITED

Sd/-

JAYESH RAMNIKLAL MEHTA

MANAGING DIRECTOR

Place: Mumbai

Date: January 19, 2022.

DIN: 00193029

NOTES:

- (1) In view of the outbreak of the COVID-19 pandemic, and in compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020 and Circular no. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs (**referred to as the “MCA Circulars”**) and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (**“SEBI”**) (**referred to as the “SEBI Circular”**) (**collectively referred as the “Applicable Circulars”**) the Company is holding the meeting via video conference (**“Electronic Means”**) through VC/OAVM.
- (2) In compliance with the provisions of the Companies Act, 2013, as amended (**“Companies Act”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“Listing Regulations”**) and the Applicable Circulars, the EGM of the Company is being held through Electronic Means. In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (**“ICSI”**) read with Clarification /Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
- (3) An Explanatory Statement required under Section - 102(1) of the Companies Act, 2013 in respect of the Special Business is annexed herewith and forms part of the Notice.
- (4) This EGM Notice is being sent, through electronic mode in pursuance to the Applicable Circulars to all the Members whose name appears in the Register of Members as on **January 14, 2022**.
- (5) Pursuant to the provisions of Section - 105 of the Companies Act, a Member entitled to attend and vote at the EGM is permitted to appoint a Proxy to attend and vote on his / her behalf and the Proxy need not be a Member of the Company. Members attending the EGM electronically in compliance with applicable Circulars shall not be entitled to appoint proxies

on their behalf. Attendance of the members participating in the EGM through electronic means shall be counted for the purpose of quorum under Section - 103 of the Companies Act.

- (6) The attendance through VC/OAVM is restricted (by number – maximum 1000; and by time – before 30 minutes and 15 minutes after the scheduled time of the meeting) and hence members will be allowed on first come first serve basis. However, attendance of Members holding more than 2% of the shares of the Company, Institutional Investors as on **February 4, 2022** and Directors and Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, the Stakeholders Relationship Committee and Auditors will not be restricted on first come first serve basis.
- (7) Pursuant to the provisions of Section - 113 of the Companies Act, Institutional / Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, support@purvashare.com(RTA email id), with a copy marked to ashutosh.somani@spkg.co.in (Scrutinizer email id) from their registered Email ID, a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
- (8) In line with the MCA Circulars and the SEBI Circular, the Notice calling the EGM has been uploaded on the website of the Company at www.cteil.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. the BSE Limited and the Metropolitan Stock Exchange of India Limited at www.bseindia.com and www.msei.in respectively and is also available on the website of Purva Sharegistry (India) Pvt. Ltd. i.e. <https://www.purvashare.com>.
- (9) Members who are Shareholders as on **February 4, 2022** can join the EGM 30 minutes before the commencement of the EGM i.e at 11:00 A.M. and 15 minutes after the scheduled time of the meeting by following the procedure mentioned in this Notice.
- (10) In accordance with the provisions of Section - 101 of the Companies Act, 2013 read with Rule - 18 of the Companies (Management and Administration) Rules, 2014, this Notice of the Company is being sent by e-mail to those Members who have registered their e-mail

address with the Company or with their Depository Participant (DP) in respect of shares held in electronic form and made available to the Company by the Depositories. Considering the difficulties caused due to the Covid-19 pandemic, MCA and SEBI have dispensed with the requirement of printing and sending physical copies of the Notice of this Meeting and the notice will be sent via email, to all those members who have registered their email ids with the Company or the Registrar and Transfer Agent or the Depositories or the Depository Participants as on **January 14, 2022**. Although, as per the provisions of Section - 101 (4) of the Companies Act, 2013, any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

- (11) The Explanatory Statement as required under Section - 102 of the Companies Act, 2013, in respect of Item No. 1 of the Notice being a special business convening the Meeting is annexed hereto.
- (12) Members, who have not registered their E-mail address so far, are requested to register their e-mail for receiving all communication including Notices etc. from the Company electronically. Members can do this by updating their email addresses with their Depository Participants.
- (13) In terms of the provisions of Section 107 of the Companies Act, 2013, since the voting on resolutions as set out in this Notice, are being conducted through e-voting, the said resolutions will not be decided on a show of hands at the Meeting.
- (14) Corporate Members intending to nominate their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the Meeting to support@purvashare.com (RTA Mail) with the subject line “Corporate Nomination for EGM”.
- (15) The Board has appointed **M/s. S P K G & Co. LLP, Chartered Accountants, Mumbai (FRN: W100235)** as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.

(16) Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

(17) Instructions for e-voting and joining the Extra- Ordinary General Meeting are as follows:

**CDSL E-VOTING SYSTEM - FOR REMOTE E-VOTING AND E-VOTING DURING
EXTRA - ORDINARY GENERAL MEETING (EGM)**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. 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 EGM. 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 as well as the e-Voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional

Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section - 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section - 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.cteil.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and the Metropolitan Stock Exchange of India Limited at www.bseindia.com and www.msei.in respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting system during the EGM) i.e. www.e-votingindia.com.
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose EGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their EGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period **begins on February 8, 2022 at 10.00 A.M. and ends on February 10, 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 **February 4, 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 in Demat mode with CDSL	<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 URL for 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. 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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) login through their Depository Participants	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 & voting during the meeting.

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

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

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.e-voting@cdslindia.com 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.

(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 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 Shareholders holding shares in Demat Form other than individual and Physical Form
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"> • 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.
- (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 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 should be mailed to helpdesk.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(designated email address by Company), 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 EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the 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.
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 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 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 EGM.
10. If any Votes are cast by the shareholders through the e-Voting available during the 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.

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 EGM & e-Voting from the CDSL e-Voting System, you can write an email to 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 or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS.

THIS EXPLANATORY STATEMENT MAY ALSO BE REGARDED AS DISCLOSURE UNDER REGULATION 27 OF THE SEBI (LODR) REGULATIONS, 2015, REGULATION - 163 OF THE SEBI (ICDR) REGULATIONS, 2018 AND THE SECRETARIAL STANDARD - 2.

Item No. 1:

Issuance of Equity Shares through Preferential allotment on Private Placement Basis to the Promoters/ Non- Promoters:

The present **Authorized Capital of the Company is Rs. 20,00,00,000/-** and the **Issued and Paid-up Capital of the Company as on the date of this notice is Rs. 16,13,72,630/-** divided in to **1,61,37,263 Equity Shares of Rs. 10/- each**. The Company requires adequate capital not only to meet the needs of growing business, but also to meet the applicable regulatory requirements. As business grows, capital requires to be augmented. The objective of every commercial enterprise is to grow. The Company expects to continue its growth trajectory in medium to long-term. Availability of adequate capital is one of the key requirements for achieving this feat. Members may note that the Company is undertaking an issue and allotment of certain equity shares, the proceeds of which will be primarily utilized to meet the needs of the growing business of the Company, including long term capital requirements for pursuing growth plans, to increase the capacity of the Company, and for general corporate purposes. Accordingly, the Board of Directors of the Company (**the “Board”**) had pursuant to its resolution passed on **January 19, 2022**, subject to the Consent of the Members, approved the issue and allotment of up to **8,00,000 (Eight Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only)** face value (**“Shares”**) at an issue price of **Rs. 50/- (Rupees Fifty Only)** for a consideration not exceeding an aggregate amount of **Rs. 4,00,00,000/- (Rupees Four Crores Only)** each (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation - 164 of Chapter - V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**“ICDR Regulations”**)) as on the relevant date to investor i.e. **January 12, 2022** in terms of ICDR Regulations (**“Investors”**) in the manner as recorded by the

Board (“**Preferential Allotment**”). In terms of Sections - 23, 42 and 62(1)(c) of the Companies Act, 2013 and Regulation - 160 of the ICDR Regulations, approval of the Members by way of a Special Resolution is required to issue the Shares on preferential basis.

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section - 62 and The Companies (Prospectus and Allotment of Securities) Rules, 2014 and ICDR Regulations. The relevant details and other material facts in connection thereto are provided hereunder:

(1) Objects of the preferential issue:

The Company is undertaking an issue and allotment of certain equity shares, the proceeds of which will be primarily used to fund the Technical Textile project of the Company at Malegaon, Maharashtra.

(2) Size of the Preferential Issue:

The Company proposes to offer, issue and allot, by way of a preferential issue, up to **8,00,000 (Eight Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only)** face value (“Shares”) at an issue price of **Rs. 50/- (Rupees Fifty Only)** for a consideration not exceeding an aggregate amount of **Rs. 4,00,00,000/- (Rupees Four Crores Only)**.

(3) Price of the Preferential Issue:

The Company proposes to offer, issue and allot Shares each at an issue price of **Rs. 50/- (Rupees Fifty only) each** (as determined by the Board in accordance with the pricing guidelines prescribed under the SEBI (ICDR) Regulations, 2018).

(4) Basis on which the price of the preferential issue has been arrived at:

The Equity Shares of the Company are listed on the **BSE Limited (“BSE”), The Metropolitan Stock Exchange of India Limited (MSEI)**, (MSEI together with BSE shall hereinafter be referred to as the “Stock Exchanges”). The Equity Shares are frequently traded and the share prices on the **BSE Limited (BSE)** being the Stock Exchange with

higher trading volumes for the said period, have been considered for arriving at floor price of the shares to be allotted under the Preferential Allotment to the Investors in accordance with the SEBI (ICDR) Regulations, 2018. The price per Share has been arrived at in accordance with the pricing guidelines prescribed under Regulation- 164(1) of Chapter - V of the ICDR Regulations.

Re-computation of Issue Price:

Since the Company's Equity Shares are frequently traded and have been listed on a recognized Stock Exchange for more than 90 trading days prior to the Relevant Date, there is no need for the Company to re-compute the price of equity shares to be issued and therefore, the Company is not required to submit the undertakings specified under the relevant provisions of the SEBI ICDR Regulations.

(5) Relevant date with reference to which the price has been arrived at:

The relevant date as per the relevant provisions of Chapter - V of the ICDR Regulations, for the determination of the said issue price for the Shares is **January 12, 2022**.

(6) The class or classes of persons to whom the allotment is proposed to be made:

The Shares pursuant to the Preferential Issue shall be allotted to the following Investor in the manner as recorded below:

S. No.	Name of Allottee	Category	PAN No.	No. of Shares	Subscription Amount (in Rs.)
1.	Jayesh Ramniklal Mehta	Promoter	AAHPM3030D	2,00,000	1,00,00,000
2.	Mangal Keshav Capital Limited	Non-Promoter	AAECM2998N	3,00,000	1,50,00,000
3.	Mahek Ketan Kamdar	Non-Promoter	BJLPK3283J	50,000	25,00,000

4.	Ketan Pravinchandra Kamdar	Non-Promoter	AABPK6092R	50,000	25,00,000
5.	Tejal Ketan Kamdar	Non-Promoter	AJMPK3031C	50,000	25,00,000
6.	Hitesh Zaverbhai Makwana	Non-Promoter	ACBPM6565H	50,000	25,00,000
7.	Nayana P.Shah	Non-Promoter	AGTPS1959B	1,00,000	50,00,000
	TOTAL			8,00,000	4,00,00,000

(7) Intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the Preferential Issue:

Mr. Jayesh Ramniklal Mehta, Promoter, Directors and Key Managerial Personnel would be subscribing to the proposed issue up to 2, 00,000 Equity Shares of the proposed issue. None of the other Promoters, Directors or Key Managerial Personnel intends to subscribe to this offer.

(8) Proposed time for completion of Preferential Allotment:

The Company will complete the allotment pursuant to this Preferential Issue **within a period of 15 (fifteen) days from the date when the shareholders' resolution approving this Preferential Allotment is passed.** Where the allotment of the Shares is **pending on account of pendency of any approval for the preferential issue** / for such allotment by any regulatory / statutory authority, the allotment shall be completed **within a period of 15 (fifteen) days from the date of such approval.**

(9) Names of the proposed Allottee and the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name of Allottee / Investors	Category	Pre-issue Shareholding Structure		No. of Equity Shares to be allotted	Post-issue Shareholding Structure	
			Number	% of shares		Number	% of shares
1.	Jayesh Ramniklal Mehta	Promoter	41,92,091	25.98	2,00,000	43,92,091	25.93
2.	Mangal Keshav Capital Limited	Non-Promoter	3,15,000	1.95	3,00,000	6,15,000	3.63
3.	Mahek Ketan Kamdar	Non-Promoter	0	0	50,000	50,000	0.30
4.	Ketan Pravinchandra Kamdar	Non-Promoter	2,02,592	1.26	50,000	2,52,592	1.49
5.	Tejal Ketan Kamdar	Non-Promoter	2,00,000	1.24	50,000	2,50,000	1.48
6.	Hitesh Zaverbhai Makwana	Non-Promoter	0	0	50,000	50,000	0.30
7.	Nayana P.Shah	Non-Promoter	50,000	0.31	1,00,000	1,50,000	0.89
	TOTAL				8,00,000		

(10) Change in control if any, in the Company that would occur consequent to the preferential issue:

There will be no change in control of the Company pursuant to the Preferential Allotment.

(11) The number of persons to whom allotment on a preferential basis has been made during the year, in terms of number of securities as well as the price:

During the Current Financial Year 2021-22, no allotment of securities on preferential basis has been made by the Company.

(12) Pre and Post-Issue Shareholding Pattern The Pre and Post-Issue Shareholding Pattern of the Company is set out below:

Sr. No.	Name of Allottee/ Investors	Pre-issue Shareholding Structure (As on 12.01.2022)		Post-issue Shareholding Structure	
		Number	% of shares	Number	% of shares
A.	Promoter Holding:				
1.	INDIAN				
	Individual	70,81,217	43.88	72,81,217	42.99
	Bodies Corporate	4,22,212	2.62	4,22,212	2.49
	Sub- Total (1)	75,03,429	46.50	77,03,429	45.48
2.	Foreign Promoters	-	-	-	-
	Sub- Total (2)	-	-	-	-
	TOTAL (A) (1+ 2)				
B.	NON-PROMOTER HOLDING				
1.	Institutional Investors				
2.	Non- Institutional				

	Investors				
(i)	Private Corporate Bodies				
(ii)	Directors and relatives				
(iii)	Others	86,33,434	53.50	92,33,434	54.52
	TOTAL (B)				
	Grand Total (A+B)	1,61,37,263	100.00	1,69,37,263	100.00

(13) Identity of the natural persons who are the ultimate beneficial owners of the Shares proposed to be allotted and / or who ultimately control the Investors:

In terms of Regulation - 163(1) (f) of the SEBI (ICDR) Regulation, 2018, this disclosure is not applicable to the Investors subscribing to this preferential issue.

(14) Contribution being made by the Promoters or Directors either as part of the preferential issue or separately in furtherance of objects:

The Promoters of the Company namely Mr. Jayesh Ramniklal Mehta, is subscribing to a part of the preferential issue. No other Director of the Company is making any contribution in their respective individual capacities.

(15) Practicing Professional Certificate:

A Certificate from the Practicing Company Secretary of the Company namely **N. L. Bhatia & Associates** as required under the SEBI (ICDR) Regulations, 2018, shall be made available on the day of the EGM on the website of the Company viz www.cteil.com.

(16) Lock-in Requirements:

The Shares allotted pursuant to the preferential issue will be subject to applicable lock-in and transfer restrictions in accordance with the SEBI (ICDR) Regulations, 2018.

(17) Other Disclosures:

- (a) Report of a Registered Valuer under provisions of second proviso to Rule - 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, is not required for the allotment of Shares as the pricing is arrived pursuant to the Regulation- 164(1) of Chapter - V of the ICDR Regulations, 2018.
- (b) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer is not applicable as the allotment of Shares is for a cash consideration.
- (c) Principle terms of assets charged as securities: **N.A.**

(18) Undertakings:

- (a) Neither the Company nor any of its Promoters or Directors is a willful defaulter.
- (b) Neither the Company nor any of its Promoters or Directors is a fugitive economic offender as defined under the SEBI (ICDR) Regulations, 2018.
- (c) The Equity Shares of the Company have been listed for a period of more than 90 trading days as on the relevant date, the provisions of Regulation - 164(3) of the SEBI (ICDR) Regulations, 2018, governing re-computation of the price of shares shall not be applicable.
- (d) The Company shall re-compute the price of the relevant shares to be allotted under the Preferential Allotment in terms of the provisions of the SEBI (ICDR) Regulations, 2018, where it is required to do so.
- (e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the relevant shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.

(f) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the SEBI (LODR) Regulations, 2015, as amended and circulars and notifications issued by the SEBI thereunder.

The proposed offer is in the interests of the Company and the Board recommends the passing of the Special Resolution, as set forth in **Item No.1** of this Notice for approval by the Members of the Company.

Except Mr. Jayesh Ramniklal Mehta, Promoter and Managing Director of the Company, in his capacity as shareholder and subscriber to the preferential issue, none of the Directors or any Key Managerial Personnel of the Company or their respective relatives is in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

BY ORDER OF THE BOARD

For CHANDNI TEXTILES ENGINEERING INDUSTRIES LIMITED

Sd/-

JAYESH RAMNIKLAL MEHTA

MANAGING DIRECTOR

Place: Mumbai

Date: January 19, 2022.

DIN: 00193029