

## NOTICE

Notice is hereby given that the **76th Annual General Meeting (“AGM”)** of the members of **Surat Textile Mills Limited** will be held on Tuesday, 13th September, 2022, at 3:00 PM IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

### ORDINARY BUSINESS

**Item No. 1: To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 and the reports of the Board of Directors and Auditors thereon.**

**Item No. 2: To appoint a Director in place of Mr. Paresh V. Chothani (DIN: 00218632), who retires by rotation and, being eligible, offers himself for re-appointment.**

**Item No. 3: To re-appoint M/s. Sharp & Tannan Associates, Chartered Accountants as statutory auditors of the Company and to fix their remuneration.**

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

**“RESOLVED THAT** pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Sharp & Tannan Associates, Chartered Accountants, having registration No. 109983W, having offered themselves for re-appointment, be and are hereby re-appointed as the Statutory Auditors of the Company for the second term of 5 (five) years, to hold office from the conclusion of this 76th Annual General Meeting till the conclusion of the 81st Annual General Meeting to be held in the year 2027 at a remuneration of Rs.2,25,000 (Rupees Two Lakhs Twenty-five Thousand Only) plus reimbursement of out of pocket expenses and applicable taxes for the financial year 2022-23.

**FURTHER RESOLVED THAT** the Board of Directors on the recommendation of the Audit Committee be and are hereby authorised to finalise the other terms and conditions for the entire term of the Statutory Auditors including remuneration of the Statutory Auditors for the remaining tenure.”

### SPECIAL BUSINESS

**Item No. 4: Appointment of Mr. Alok P. Shah (DIN 00218180) as a Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Rules made thereunder and the provisions of the Articles of Association of the Company, Mr. Alok P. Shah (DIN 00218180), who was appointed as an Additional Director in the capacity as Managing Director of the Company with effect from 30th June, 2022 pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company and who holds office up to the date of this Annual General Meeting under section 161 of the Act and Article 87 of the Articles of Association of the Company, being eligible, offers himself for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Alok P. Shah’s candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item No. 5: Appointment of Mr. Alok P. Shah (DIN 00218180) as the Managing Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 of the Act, read with Schedule V to the Companies Act, 2013 (‘the ‘Act’) and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to such other

approvals as may be necessary under the applicable provisions of the Act, consent of the Members be and is hereby accorded for the appointment of Mr. Alok P. Shah as the Managing Director of the Company for a period of 3 (three) years with effect from 1st July, 2022 upto 30th June, 2025 upon the terms and conditions of appointment as set out in the Explanatory Statement annexed to the Notice convening this meeting without remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item No. 6: Appointment of Mr. Deepak N. Shah (DIN: 07356807) as an Independent Director of the Company**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 150,152,161 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the being in force) Mr. Deepak N. Shah (DIN: 07356807), who was appointed as an Additional Independent Director on 11th August, 2022, pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years and not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Registered Office:**  
Tulsi Krupa Arcade,  
6th Floor, Puna-Kumbharia  
Road, Dumbhal,  
Surat 395010.

By Order of the Board  
**For Surat Textile Mills Limited**

**Chinmay M. Methiwala**  
Company Secretary

Place: Surat

Date: 11th August, 2022

**Notes:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of Item nos. 3 to 6 of the Notice set out above, is annexed hereto. The Board of Directors have considered and decided to include item nos. 4 to 6 as Special Business as they are unavoidable in nature.
2. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) of persons seeking appointment / re-appointment as Directors is also annexed.
3. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021 and 02/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021 and 5th May, 2022 respectively issued by the Ministry of Corporate Affairs (“MCA”) (collectively referred to as “MCA Circulars”) read with Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 and SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 12th May, 2020, 15th January, 2021 and 13th May, 2022 respectively issued by the Securities and Exchange Board of India (collectively referred to as “SEBI Circulars”) companies are allowed to hold Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM.
4. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purposes of reckoning the quorum under Section 103 of the Act.
5. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e. Tulsi Krupa Arcade, 6th Floor, Near Aai Mata Chowk, Puna Kumbharia Road, Dumbhal, Surat 395010 which shall be the deemed venue of the AGM. The route map for the venue of the AGM is therefore not attached.
6. KFin Technologies Limited, (“KFin”), the Company’s Registrar and Transfer Agent will provide the facility for voting through remote e-voting; for participating at the AGM through VC / OAVM and for e-voting during the AGM.

7. Generally, a Member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. Since the AGM is being held through VC / OAVM, physical attendance of Members is dispensed with and consequently, the facility for appointment of proxies is not applicable. Hence proxy forms and attendance slips are not annexed to this Notice.
8. 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. Members seeking to inspect such documents can send an email to [shareddepartment@stml.in](mailto:shareddepartment@stml.in)
9. **Book Closure:** The Register of Members and Transfer Books of the Company will remained closed from Thursday, 8th September, 2022 to Tuesday, 13th September, 2022 (both days inclusive) for the purpose of AGM.
10. Members are requested to address all correspondence to RTA, KFin Technologies Limited (formerly known as KFin Technologies Limited), Unit: Surat Textile Mills Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032.
11. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the KFin Technologies Limited. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. The Board has appointed Jigar Vyasa & Associates, Practicing Company Secretaries, as Scrutinizers to scrutinize the e-voting in a fair and transparent manner.
12. Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on 6th September, 2022, may cast their votes electronically. The e-voting period commences on Friday, 9th September, 2022 (9:00 a.m. IST) and ends on Monday, 12th September, 2022 (5:00 p.m. IST). The e-voting module will be disabled by NSDL thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on 6th September, 2022. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
13. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
14. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e. 6th September, 2022, may obtain the login ID and password by sending a request at <https://evoting.kfintech.com>. However, if he / she is already registered with KFinTech for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. 6th September, 2022, may follow steps mentioned in the Notice under 'Instructions for e-voting'.
15. In compliance with the Circulars, the Annual Report 2021-22, the Notice of the 76th AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
16. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode

are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), to receive copies of the Annual Report 2021-22 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	ISR 4
	The forms for updating the above details are available at <a href="https://www.surattextilemillsLtd.com">https://www.surattextilemillsLtd.com</a>	

Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.
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17. Members may also note that the Notice of the 76th AGM and the Annual Report 2021-22 will also be available on the Company's website, <https://www.surattextilemillsLtd.com>, website of the stock exchange, i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and on the website of KFin Technologies Limited, <https://evoting.kfintech.com>.
18. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023, and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 15, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars KFin Technologies Limited at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). The forms for updating the same are available at <https://www.surattextilemillsLtd.com>.
19. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the registrar / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
20. As per the provisions of Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at <https://www.surattextilemillsLtd.com>. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.

21. The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer’s report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company’s website, www.surattextilemillsLtd.com.

## 1. GENERAL GUIDELINES FOR PARTICIPATION THROUGH VIDEO CONFERENCE (VC):

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences from Friday, 9th September, 2022.

- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- viii. The Board of Directors has appointed Mr. Jigar Vyas of Jigar Vyas & Associates, Practicing Company Secretaries (FCS No. 8019 and COP No.14468) as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.

## 2. INSTRUCTIONS FOR E-VOTING

The details of the process and manner for remote e-voting and voting during AGM are explained herein below:

**Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

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

**Step 3:** Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

**Details on Step 1 are mentioned below:**

- i) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li><b>1. User already registered for IDeAS facility:</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> </li> <li><b>2. User not registered for IDeAS e-Services</b> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1.</li> </ol> </li> <li><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/ Member’ section.</li> <li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol> </li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li><b>1. Existing user who have opted for Easi / Easiest</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> </li> </ol>



Type of shareholders	Login Method
	<p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e <b>KFintech</b> where the e- Voting is in progress.</li> </ol>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>II. Once logged-in, 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.</li> <li>III. Click on options available against company name ore-Voting service provider Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</li> </ol>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**Details on Step 2 are mentioned below:**

**II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

(A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL:<https://evoting.kfintech.com>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be

- your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the “EVEN” i.e., “AGM” and click on “Submit”
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
  - viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
  - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id csjigarvyas@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name\_ Even No.”
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM



and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

- ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

### Details on Step 3 are mentioned below:

#### III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC / OAVM shall open at least 30 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at <https://emeetings.kfintech.com>. Questions /queries received by the Company till Monday, 12th September, 2022 (5:00 p.m. IST) shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

- viii. Facility of joining the AGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

## OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will open from Friday, 9th September, 2022 (9:00 a.m. IST) to Sunday, 11th September, 2022 (5:00 p.m. IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
  - II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will open from Friday, 9th September, 2022 (9:00 a.m. IST) to Monday, 12th September, 2022 (5:00 p.m. IST).
  - III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Manager-Corporate Registry at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
  - IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, 6th September, 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
    - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
      1. Example for NSDL:
      2. MYEPWD <SPACE> IN12345612345678
      3. Example for CDSL:
      4. MYEPWD <SPACE> 1402345612345678
      5. Example for Physical:
      6. MYEPWD <SPACE> XXXX1234567890
    - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
    - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).
  - VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

## VOTING AT THE AGM:

- a. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/ OAVM.
- b. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM.
- c. E-voting during the AGM is integrated with the VC/ OAVM platform and no separate login is required for the same.

- d. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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 in the AGM.
- e. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting through VC/OAVM; however, these Members are not entitled to cast their vote again during the Meeting. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting through VC/OAVM mode during the AGM.
- I. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
  - a. Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.
  - b. Members holding shares in physical form may register their email address and mobile number with KFin Technologies Limited by sending an email request at the email ID einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate for registering their email address and receiving the AGM Notice and the e-voting instructions.

## OTHER INFORMATION:

- a) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same.
- b) The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website and on the website of Karvy immediately after the results is declared and communicated to the Stock Exchanges where the equity shares of the Company are listed.
- c) Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e. Tuesday, 13th September, 2022.
- II. To facilitate Members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangements with KFin Technologies Limited for registration of email addresses of the Members in terms of the MCA Circulars. Eligible Members who have not submitted their email address to the Company or KFin Technologies Limited are required to provide their email address to KFin Technologies Limited, on or before 5:00 p.m. (IST) on Tuesday, 6th September, 2022.

The process for registration of email address with KFin Technologies Limited for receiving the Notice of AGM and login ID and password for e-voting is as under:

- i. Visit the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
  - ii. Select the Company name viz. Surat Textile Mills Limited.
  - iii. Enter the DP ID & Client ID / Physical Folio Number and PAN details. In the event the PAN details are not available on record for Physical Folio, Member shall enter one of the Share Certificate numbers.
  - iv. Upload a self-attested copy of the PAN card for authentication. If PAN details are not available in the system, the system will prompt the Member to upload a self-attested copy of the PAN card for updation.
- 2. PROCEDURE FOR REGISTERING THE EMAIL ADDRESSES AND OBTAINING THE AGM NOTICE AND E-VOTING INSTRUCTIONS BY THE MEMBERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES (IN CASE OF MEMBERS HOLDING SHARES IN DEMAT FORM) OR WITH KFIN TECHNOLOGIES LIMITED (IN CASE OF MEMBERS HOLDING SHARES IN PHYSICAL FORM):**

- v. Enter your email address and mobile number.
- vi. The system will then confirm the email address for receiving this AGM Notice. The Members may also visit the website of the Company [www.surattextilemillsLtd.com](http://www.surattextilemillsLtd.com) and click on the “email registration” and follow the registration process as guided thereafter. Please note that in case of shareholding in dematerialised form, the updation of email address will be temporary only upto AGM.
- III. After successful submission of the email address, KFin Technologies Limited will email a copy of this AGM Notice along with the e-voting user ID and password. In case of any queries, Members are requested to write to KFin Technologies Limited.
- IV. Those Members who have already registered their email addresses are requested to keep their email addresses validated/updated with their DPs / KFin Technologies Limited to enable serving of notices / documents / Annual Reports and other communications electronically to their email address in future.

**By Order of the Board  
For Surat Textile Mills Limited**

**Place: Surat  
Date: 11th August, 2022**

**Chinmay M. Methiwala  
Company Secretary**

## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

### **Item No. 3:**

#### **Re-appointment of Statutory Auditors.**

M/s. Sharp & Tannan Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 71st Annual General Meeting ('AGM') held on 2nd August, 2017 for a period of 5 years, up to the conclusion of 76th AGM. M/s. Sharp & Tannan Associates are eligible for re-appointment for a further period of 5 years. M/s. Sharp & Tannan Associates have given their consent for their re-appointment as Statutory Auditors of the Company and has issued certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. M/s. Sharp & Tannan Associates have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder.

As confirmed to Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit.

Moreover, in accordance with provisions of the Section 139(2) of the Act, a listed company can re-appoint an audit firm as Statutory Auditor for not more than two terms of five consecutive years. Since, M/s. Sharp & Tannan Associates, Chartered Accountants has only completed one term of five years, the Board, based on the recommendations of the Audit Committee, recommends the re-appointment of M/s. Sharp & Tannan Associates, Chartered Accountants, having registration No. 109983W, as the Statutory Auditors of the Company for the second term of five consecutive years, who shall hold office from the conclusion of this 76th AGM till the conclusion of the 81st AGM of the Company.

The Board of Directors have approved a remuneration of Rs.2.25 Lakhs for conducting the audit for the financial year 2022-23, excluding applicable taxes and reimbursement of out-of-pocket expenses on actuals. The other terms and conditions for the entire term and remuneration including, inter-alia, the expenses for remaining tenure of the Statutory Auditors will be decided by Board of Directors on the recommendation of the Audit Committee of the Company which would be in line with the existing remuneration and

shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The firm has offices in various cities across the country. M/s Sharp & Tannan Associates is a multi-disciplinary Audit Firm catering to various clients in diverse sectors. The firm audits various companies listed / unlisted in India. The firm holds the 'Peer Review' certificate as issued by 'ICAI'.

The Board recommends the resolution set out at Item No.3 of the Notice for approval by the Members by way of an Ordinary Resolution.

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

#### **Item No.4 and 5**

#### **Appointment of Mr. Alok P. Shah (DIN: 00218180) as a Director in the capacity as Managing Director of the Company.**

Pursuant to provisions of Section 161 of the Companies Act, 2013 ('the Act'), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee ('NRC'), the Board of Directors, at its meeting held on 30th June, 2022, appointed Mr. Alok P. Shah (DIN 00218180), as an Additional Director of the Company with immediate effect. At the said meeting, the Board of Directors based on the recommendation of NRC, also appointed Mr. Alok P. Shah as Managing Director of the Company, for a period of 3 (three) years, w.e.f. 1st July, 2022, subject to the approval of the members, on the terms and conditions as recommended by the NRC and approved by the Board of the Directors.

As an Additional Director, Mr. Alok P. Shah is entitled to hold office upto the date of the Annual General Meeting and is eligible to be appointed as a Director of the Company.

The Company has received a notice from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company. The Company has received consent from Mr. Alok P. Shah to act as the Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of section 164(2) of the Act and has not been debarred or disqualified from being appointed or continuing a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

The Company has also received declaration from him confirming that his name does not appear in the list of wilful defaulters issued by Reserve Bank of India. Mr. Alok P. Shah satisfies all the conditions set out in Part-I of Schedule V to the Act and under sub-section (3) of section 196 of the Act for being eligible for this appointment.

Mr. Alok P. Shah is a graduate in Electrical Engineering from Stanford University and has an M.B.A. (Finance, General Management and Economics) from University of Chicago, USA. Mr. Alok P. Shah has had a brilliant academic career. He has wide exposure and knowledge in project appraisal, assessing technical feasibility in respect of projects, corporate finance, operations & management etc.

Considering the vast experience and knowledge in the field of textiles, the scale of business handled, current needs of the business, present performance and potential assessment, the Board considers Mr. Alok P. Shah's appointment as a valuable addition to the Board and the Company, which will augment the present Board Composition.

The terms and conditions of appointment of Mr. Alok P. Shah as the as Managing Director of the Company as set out in the resolution and explanatory statement are subject to your approval.

Accordingly, the Board recommends (i) appointment of Mr. Alok P. Shah as the Director of the Company as per the resolution set out at Item No. 4 of the Notice by way of an Ordinary Resolution; and (ii) appointment of Mr. Alok P. Shah as Managing Director of the Company, for a period of 3 (three) years, w.e.f. 1st July, 2022, on such terms as set out in the resolution at the Item No. 5 of the Notice by way of an Ordinary Resolution.

It is therefore proposed to seek the members' approval for the aforesaid appointment. The salient features of the terms and conditions of appointment of Mr. Alok P. Shah as set out in the draft agreement are as follows:

- i) Salary: Nil
  - ii) Terms and Conditions
- (a) The Managing Director shall have the substantial powers of Management of the affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.
  - (b) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

- (c) The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- (d) The office of the Managing Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.
- (e) Mr. Alok P. Shah so long as he functions as Managing Director, shall not be paid any sitting fees for attending the meeting of the Board or Committees thereof.
- (f) He shall be liable to retire by rotation and said retirement by rotation shall not be construed as break in terms of his appointment.

Mr. Alok P. Shah satisfy all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under Section 196(3) of the Act for being eligible for his appointment. Mr. Alok P. Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The draft agreement between the Company and Mr. Alok P. Shah is available for inspection by the Members of the Company at its Registered Office of the Company on all working days except Sunday and public holiday, during normal business hours (9:00 a.m. to 5:00 p.m.) up to the date of meeting.

Brief profile of Mr. Alok P. Shah and information in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings in respect of appointment of Mr. Alok P. Shah is mentioned in the annexure which forms part of this notice.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Alok P. Shah under Section 190 of the Act.

Mr. Alok P. Shah is interested in the resolution set out at Item No.4 and 5 of the Notice, which pertains to his appointment as an Additional Director and as Managing Director of the Company. The relatives of Mr. Alok P. Shah may be deemed to be interested in the resolution set out at Item No.4 and 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

The Board of Directors recommends resolution set out at item No.4 and 5 of the Notice for the approval of members as an Ordinary Resolutions.



## Item No.6

### **Appointment of Mr. Deepak N. Shah (DIN: 07356807) as an Independent Director of the Company**

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, had approved the appointment of Mr. Deepak N. Shah (DIN: 07356807) as an Additional Director in the capacity as an Independent Director with effect from 11th August 2022 to hold office for a term of 5 (five) consecutive years from 11th August, 2022 to 10th August, 2027, not liable to retire by rotation, subject to the approval of the Members.

Mr. Deepak N. Shah, aged about 72 years, is a Fellow Member of the Institute of Chartered Accountants of India. He is a practicing chartered accountant and having more than 4 decades of experience in the Statutory Audits, Tax Audits, Internal Audit, Management Audits and MIS related services.

Mr. Deepak N. Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to act as Director of the Company. The Company has also received a declaration from Mr. Deepak N. Shah that she meets the criteria of independence as prescribed under Section 149 read with Schedule IV to the Act and the Listing Regulations.

The Company has received a notice in writing from a Member pursuant to Section 160 of the Act, proposing the candidature of Mr. Deepak N. Shah for the office of Director of the Company.

In the opinion of the Board, Mr. Deepak N. Shah fulfils the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the Management.

The appointment of Mr. Deepak N. Shah as an Additional Director in the capacity as an Independent Director of the Company requires approval of members by special resolution since Mr. Deepak Shah would be attaining the age of 75 years during his tenure of 5 years from the date of appointment. Appointment of Independent Director who would attain the age of 75 years also requires approval of members by special resolution for such appointment or continuation of such appointment.

Copy of the draft letter for appointment of Mr. Deepak N. Shah as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 a.m. to 5:00 p.m.) on any working day, excluding Saturday and Sunday upto the date of this meeting.

Brief profile of Mr. Deepak N. Shah and information in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings in respect of appointment of Mr. Deepak N. Shah is mentioned in the annexure which forms part of this notice.

Mr. Deepak N. Shah is interested in the resolution set out at Item No.6 of the Notice, which pertains to his appointment. The relatives of Mr. Deepak N. Shah may be deemed to be interested in the resolution set out at Item No.6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

The Board of Directors recommends resolution set out at item No.6 of the Notice for the approval of members as a Special Resolution.

**By Order of the Board  
For Surat Textile Mills Limited**

**Place: Surat  
Date: 11th August, 2022**

**Chinmay M. Methiwala  
Company Secretary**

**DISCLOSURE RELATING TO DIRECTOR PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015 AND SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS.**

<b>Name of the Director</b>	<b>Mr. Alok P. Shah</b>	<b>Mr. Paresh V. Chothani</b>	<b>Mr. Deepak N. Shah</b>
<b>DIN</b>	00218180	00218632	07356807
<b>Date of Birth</b>	11/09/1970	05/09/1959	23/10/1950
<b>Age</b>	52 Years	63 Years	72 Years
<b>Nationality</b>	Indian	Indian	Indian
<b>Date of first appointment on Board</b>	30/06/2022	26/11/2021	11/08/2022
<b>Qualification</b>	Graduate in Electrical Engineering from Stanford University and has an M.B.A. (Finance, General Management and Economics) from University of Chicago, USA.	Graduated in Textile Engineering (B.Text.) from VJTI Mumbai.	Fellow Member (FCA) of the Institute of Chartered Accountants of India (ICAI)
<b>Expertise in specific Functional areas</b>	He has wide exposure and knowledge in project appraisal, assessing technical feasibility in respect of projects, corporate finance & management etc.	More than 3 decades of experience in the field of Man Made Textile Industry, more particularly in fabrics marketing.	Practicing Chartered Accountant holds more than four decades of experience in Corporate Audit, Taxation, Internal Audit and MIS related services.
<b>Terms and Conditions of appointment/re-appointment and proposed remuneration to be paid</b>	Terms and conditions of his appointment and proposed remuneration are as per the Nomination and Remuneration Policy of the Company and as specified in the resolution set out at Item no. 4 & 5 of the Notice read with explanatory statement thereof.	Terms and conditions of his appointment and proposed remuneration are as per the Nomination and Remuneration Policy of the Company and as approved by the Board of Directors and the shareholders of the Company at the respective meetings.	Nil
<b>Remuneration last drawn – For FY 2021-22</b>	Not applicable	Rs.2,00,131	Not applicable
<b>Shareholding in the Company including shareholding as a beneficial owner</b>	10015000 Equity Shares of Rs.1 each fully paid up comprising of about 4.51% of the paid up capital of the Company	Nil	Nil

<b>Name of the Director</b>	<b>Mr. Alok P. Shah</b>	<b>Mr. Paresh V. Chothani</b>	<b>Mr. Deepak N. Shah</b>
<b>Number of Board Meetings attended during the financial year 2021-22</b>	Not Applicable	3	Not applicable
<b>Directorship in other Public Limited Companies</b>	Bijlee Textiles Ltd. Palomar Textiles Ltd. Prabhat Silk Mills Ltd. Rosekamal Textile Ltd. Vareli Trading Company Ltd.	Nil	Nil
<b>Memberships / Chairmanship of committees in other public limited Companies</b>	Nil	Nil	Nil
<b>Relationship with other Directors, Managers and other Key Managerial Personnel of the Company</b>	No inter se related to any Director or Key Managerial Personnel of the Company.	No inter se related to any Director or Key Managerial Personnel of the Company.	No inter se related to any Director or Key Managerial Personnel of the Company.

Note: Pursuant to Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two committees, viz. Audit Committee and Stakeholders' Relationship Committee have been considered.

For ease of participation by Members, provided below are some key details regarding the AGM for your reference:

Sr. No.	Particulars	Details of access
1	<b>Link for live webcast of the AGM and for participation through VC / OAVM</b>	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using e-voting credentials and click on video conference
2	<b>Link for posting AGM queries and speaker registration and period of registration</b>	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using e-voting credentials and click on “post your queries” / “Speaker registration” as the case may be. Period of registration: Friday, 9th September, 2022 (9.00 a.m. IST) upto Sunday, 11th September 2022 (3.00 p.m. IST).
3	<b>Link for remote e-voting</b>	<a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>
4	<b>Username and password for VC</b>	Members may attend the AGM through VC by accessing the link <a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using the remote e-voting credentials. Please refer the instructions provided in this Notice for further information.
5	<b>Helpline number for VC participation and e-voting</b>	Contact KFin Technologies Limited at 1800 309 4001 or write to them at <a href="mailto:emeetings@kfintech.com">emeetings@kfintech.com</a> Contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30 Contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43
6	<b>Cut-off date for e-voting</b>	Tuesday, 6th September, 2022
7	<b>Time period for remote e-voting</b>	Commences on Friday, 9th September, 2022 (9.00 a.m. IST) and ends on Monday, 12th September, 2022 (5.00 p.m. IST)
8	<b>Book closure dates</b>	Thursday, 8th September, 2022 to Tuesday, 13th September, 2022 (both days inclusive)
9	<b>Link for Members to update e-mail address</b>	<a href="https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx">https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx</a>
10	<b>Last date for publishing results of the e-voting</b>	18th September, 2022
11	<b>Registrar and Transfer Agent contact details</b>	KFin Technologies Limited Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Tel: 1800 309 4001 Website: <a href="http://www.kfintech.com">www.kfintech.com</a>
12	<b>Surat Textile Mills Limited – contact details</b>	Tulsi Krupa Arcade, 6th Floor, Puna Kumbharia Road, Dumbhal, Surat 395010 Tel.: 0261 – 2311198 Email: <a href="mailto:sharedepartment@stml.in">sharedepartment@stml.in</a>