

SURAT TEXTILE MILLS LIMITED

Regd. Office: Tulsi Krupa Arcade, 6th Floor, Puna-Kumbharia Road, Dumbhal, Surat 395010
CIN: L17119GJ1945PLC000214; **Website:** www.surattextilemillsLtd.com
E-mail: sharedepartment@stml.in; **Tel.No.:**(0261) 2311198

NOTICE OF POSTAL BALLOT AND E-VOTING

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To,
The Members of Surat Textile Mills Limited,

NOTICE is hereby given that pursuant to 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**) Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**) , Secretarial Standard–2 on General Meetings (**'SS-2'**) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**) (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable laws and regulations, if any, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meeting / conducting postal ballot process through e-voting vide Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December, 2021, No.3/2022 dated May 5, 2022 and No 11/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as (**"MCA Circulars"**)), [including any statutory modification or reenactment thereof for the time being in force], and Regulation 44 of SEBI Listing Regulations and pursuant to other applicable laws and regulations, the Resolution appended below is proposed to be passed as Special Business for approval of the Members of Surat Textile Mills Limited (**"the Company"**) through Postal Ballot by voting through electronic means (**"remote e-voting"**) only.

The proposed Resolution and the Explanatory Statement setting out the material facts as required pursuant to section 102 (1) and other applicable provisions of the Act read with the Rules and the MCA Circulars forms part of the Postal Ballot Notice (**'Notice'**), for seeking consent of the Members of the Company through Postal Ballot by remote e-voting.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, this Postal Ballot Notice (**'Notice'**) is being sent by Surat Textile Mills Limited (**'the Company'**) only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (**'RTA'**)/ Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The Board of Directors of the Company, at its meeting held on 11th August, 2023, appointed Mr. Jigar Vyas, (FCS 8019 & C.P. No. 14468) of Jigar Vyas & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting and e-voting process at the meeting in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'Information and Instructions for e-voting' in this Notice and record their assent (**"FOR"**) or dissent (**"AGAINST"**) on the proposed resolutions through the e-voting process not later **than 5:00 p.m. (IST) on Thursday, 14th September 2023**. The remote e-voting facility will be disabled by KFinTech immediately thereafter and voting shall not be allowed beyond the said time and date.

The Company has engaged the services of KFin Technologies Limited (hereinafter referred to as “KFinTech”) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s. KFin Technologies Limited, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at <https://www.surattextilemillsLtd.com/> and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to BSE Limited where the equity shares of the Company are listed.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e., **Thursday, 14th September 2023**.

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. SUHAIL P. SHAH (DIN: 00719002) 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. Suhail P. Shah (DIN: 00719002), appointed as an Additional Director in the capacity as Whole time Director designated as Executive Director of the Company by the Board of Directors with effect from 1st September, 2023 pursuant to the recommendation of Nomination and Remuneration Committee and who holds office up to the date of ensuing 78th 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. Suhail P. Shah 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.”

2. APPOINTMENT OF MR. SUHAIL P. SHAH (DIN: 00719002) AS THE WHOLETIME DIRECTOR DESIGNATED AS EXECUTIVE 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 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 Shareholders be and is hereby accorded for the appointment of Mr. Suhail P. Shah (DIN 00719002), as the Wholetime Director designated as Executive Director of the Company for a period of 3 (Three) years with effect from 1st September, 2023 upto 31st August, 2026 upon the terms and conditions of appointment as set out in the Explanatory Statement annexed to this Notice , liable to retire by rotation.

RESOLVED FURTHER THAT the consent of the Shareholders be and is hereby accorded for payment of remuneration to Mr. Suhail P. Shah as Whole-time Director, in excess of limits under Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at any time during his tenure as Whole-time Director.

RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, as set out in the explanatory statement forming part of this resolution be paid to Mr. Suhail P. Shah, Wholetime Director designated as Executive Director as minimum remuneration in accordance Schedule V of the Companies Act, 2013, by making requisite compliances prescribed in the said schedule.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall include Nomination and Remuneration Committee) be and is hereby authorised to alter and vary the terms and conditions of the said appointment and/or remuneration of Mr. Suhail P. Shah as it may deem fit within limits permissible under the Act.

RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary of the Company, be and are hereby authorized to settle any question, difficulties or doubts, that may arise in regard to the said appointment as it may in its sole and absolute discretion deem fit and to delegate all or any of its power herein conferred to any director(s) and/or officer(s) of the Company and to do all such acts, deeds and things, as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto.”

3. APPROVAL FOR CHANGE OF NAME OF THE COMPANY FROM “SURAT TEXTILE MILLS LIMITED” TO “SURAT TRADE AND MERCANTILE LIMITED” AND CONSEQUENT ALTERATION IN MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 4, 5, 13, 14 and other applicable provisions, if any, of the Companies Act 2013 (“Act”) read with the Companies (Incorporation) Rules, 2014, as amended, (‘the Act’) and the provision of Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”) and any other applicable statutory provision (including any statutory modification or re-enactment thereof for the time being in force), and enabling provisions of the Memorandum and Articles of Association of the Company and subject to any other approval of the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs and/or statutory/competent authority, if any, and to the extent necessary, and such other approvals, permissions and sanctions (hereinafter referred to as “Board”, which term shall include a Committee constituted thereof), the consent of the shareholders of the Company be and is hereby accorded for change of name of the Company from “**Surat Textile Mills Limited**” to “**Surat Trade and Mercantile Limited**” and consequent alteration in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT subject to the approval and upon issuance of fresh certificate of incorporation by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs and / or any other statutory authority, the name clause being i.e. Clause I of the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

“1. The name of the Company is **Surat Trade and Mercantile Limited**;

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation or relevant document consequent upon change of name, the old name, i.e. **“Surat Textile Mills Limited”** be substituted with the new name, i.e. **“Surat Trade and Mercantile Limited”** in the Memorandum and Articles of Association of the Company and be deemed substituted in all other necessary documents including agreements and contracts entered into by the Company, name boards, letter heads and at all other places wherever appearing;

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby severally authorised to make, sign, execute and file necessary applications, forms, returns and documents as may be considered necessary or expedient including appointing any consultant(s) or authorized representatives under appropriate Letter(s) of Authority, to appear before the Central Government, Ministry of Corporate Affairs, Stock Exchanges where shares of the Company are listed, and such other Regulatory or Statutory Authorities, as may be required from time to time and to do all such acts, deeds and things including settling and finalizing all issues that may arise in this regard in order to give effect to the this resolution and to delegate all or any of the powers conferred herein as they may, in their absolute discretion deem fit.”

Registered Office:

Tulsi Krupa Arcade, 6th Floor,
Puna-Kumbharia Road, Dumbhal,
Surat 395010.

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

Place: Surat

Date: 11th August, 2023

Mahek Gaurav Jaju
Company Secretary and Compliance Officer

Notes:

1. The Explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (**‘the Act’**) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (**‘Notice’**). Further, additional information as required under the Listing Regulations is attached.

2. The Ministry of Corporate Affairs (**“MCA”**) vide the relevant Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. The communication of the assent or dissent of the Members would take place through the process of remote e-voting.

3. In accordance with the relevant MCA Circulars, the Members are requested to take note of the following:

a) Notice of Postal Ballot and the e-voting instructions along with the User ID and Password are being sent by email to those Members who have registered their email address with their Depository Participant(s) (**“DPs”**) or with Kfin Technologies Limited, the Registrar and Transfer Agent of the Company (**‘RTA’**) and whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited (**“Depositories”**) as on **Friday, 11th August, 2023** (**“Cut-off Date”**).

b) Members holding shares in electronic form can verify/update their email address and mobile number with their respective DPs. Members can also temporarily update their email address and mobile number with KFIN, by following the procedure given below:

(i) Visit the link [https://ris.kfintech.com/client services/postalballot/registration.aspx](https://ris.kfintech.com/client/services/postalballot/registration.aspx)

(ii) Select the company name: Surat Textile Mills Limited

(iii) Enter DPID Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and Permanent Account Number (“PAN”).

(iv) In case of shares which are held in physical form, if PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.

(v) Enter the email address and mobile number.

(vi) System will check the authenticity of the DPID Client ID/Physical Folio No. and PAN/Certificate No., as the case may be and send the OTPs to the said mobile number and email address, for validation.

(vii) Enter the OTPs received by SMS and Email to complete the validation process. (Please note that the OTPs will be valid for 5 minutes only).

(viii) In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.

(ix) System will confirm the email address for the limited purpose of serving the Postal Ballot Notice and the remote e-voting instructions along with the User ID and Password.

Alternatively, Members may send an email request to einward.ris@kfintech.com along with the scanned copy of their request letter duly signed by the 1st member, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFIN to temporarily register their email address and mobile number so as to enable to issue the Postal Ballot Notice and the remote e-voting instructions along with the User ID and Password, through electronic mode. However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information.

In case of any queries, in this regard, Members are requested to write to einward.ris@kfintech.com or evoting@kfintech.com or contact KFIN at toll free number: 1800 309 4001.

The Postal Ballot Notice has been uploaded on the website of the Company (<https://www.surattextilemillsLtd.com/>), KFIN (<https://evoting.kfintech.com/public/Downloads.aspx>) and BSE Limited (www.bseindia.com), in compliance with the relevant Circulars.

Pursuant to the provisions of section 110 of the Act read with the Rules and the MCA Circulars, your Company has an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above-mentioned resolution, instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.

3 A. Dispatch of Postal Ballot Notice through electronic mode

In compliance with the MCA Circulars, the Notice of the Postal Ballot is being sent by electronic mode only to those members whose names appears in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depositories respectively as at close of business hours on **Friday, 11th August, 2023** (‘Cut-Off Date’) and whose e-mail IDs are registered with the Company/ Depositories.

As per the MCA Circulars on account of the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. In respect of those members who have not registered their email IDs, the Company has provided the mechanism for registering the email ID hereunder and a public notice to that effect has also been published in the newspapers before circulation of Postal Ballot Notice.

Members may note that the Notice will be available on the Company's website www.surattextilemills.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of KFin Technologies Limited ('KFinTech') at <https://evoting.kfintech.com>.

B. Registration of Email ID

- I. For receiving copy of Notice of Postal Ballot, members who have not yet registered their email IDs are requested to get their email IDs registered with KFinTech, on a temporary basis, by following the procedure mentioned below:
 - (a) Visit the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>
 - (b) Select the Company name i.e. Surat Textile Mills Limited
 - (c) Select the holding type from the drop down i.e. - NSDL/CDSL/Physical
 - (d) Enter DP ID – Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and PAN.
 - (e) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
 - (f) In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. In respect of the shares held by you.
 - (g) Enter the email ID and mobile number.
 - (h) System will validate DP ID – Client ID/Folio No. and PAN/Share Certificate No., as the case may be, and send OTP at the registered Mobile number as well as email ID for validation.
 - (i) Enter the OTPs received by SMS and email to complete the validation process. OTP will be valid for 5 minutes only.
 - (j) The Notice and remote e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.
 - (k) Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email ID for receipt of the Notice and the remote e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
 - (l) In case of queries, members are requested to write to einward.ris@kfintech.com or call at the toll free number 1800 309 4001.
- II. Members are requested to register their email ID permanently by following the procedure as mentioned below:
 - a) Members holding shares in physical mode and who have not registered/updated their email ID with the Company are requested to register/update their email ID with KFinTech by sending duly signed request letter at einward.ris@kfintech.com with details of folio number and attaching a self-attested copy of PAN card.
 - b) Members holding shares in dematerialized mode are requested to register/update their email ID with the relevant Depository Participants.

C. Members whose names appears in the Register of Members/ List of Beneficial Owners as on the cut-off date i.e., Friday, 11th August, 2023 are eligible to vote on the resolution set forth in this Notice. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

4. Instructions for remote e-voting

i. In compliance with the provisions of sections 108, 110 of the Act read with the Companies (Management and Administration) Rules, 2014, as amended and regulation 44 of the Listing Regulations, as amended from time to time, the Company is providing facility to the Members to exercise votes through electronic voting system ('remote e-voting') on the e-voting platform provided by KFinTech. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting forms part of this Postal Ballot Notice.

ii. The remote e-voting period commences from **Monday, 14th August, 2023 (9:00 a.m. IST)** and ends on **Thursday, 14th September, 2023, (5:00 p.m. IST)**. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by RTA upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

iii. The voting rights of Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the cut-off date i.e., **Friday, 11th August, 2023**.

iv. A person who is not a Member of the Company as on the said cut-off date, will not be entitled to vote and should treat this Postal Ballot Notice, for information purposes only.

v. Members holding shares either in physical form or dematerialized form, as on the cut-off date i.e., **Friday, 11th August, 2023**, (including those Members who may not receive this Postal Ballot Notice due to non- registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the Resolution(s) as set out in the Postal Ballot Notice only through the remote e-voting.





5. The report of the Scrutinizer shall be submitted to the Chairperson (or to such other person authorized by the Chairperson) after the completion of scrutiny of remote e-voting. The result of voting will be announced by the Chairperson or any other person duly authorized by Chairperson, on or before Sunday, 1st October, 2023. The results will also be posted on the website of the Company www.surattextilemillsLtd.com, website of KFinTech at <https://evoting.kfintech.com>, and will also be intimated to the BSE Limited.
6. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e., **Thursday, 14th September, 2023**. Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
7. All material documents referred to in the Explanatory Statement shall be available for inspection electronically without any fee by the Members from the date of dispatch of this notice till the last date for receipt of votes through the remote e-voting process. Members seeking to inspect such documents can send an e-mail to sharedepartment@stml.in.
8. Members of the Company including Institutional Investors are encouraged to vote on the resolution proposed in this Notice.

vii. **Instructions for voting through remote e-voting:**

- a. In pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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 / Depository Participant (s) (‘DPs’) in order to increase the efficiency of the voting process.
- b. 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. The members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

Type of shareholders	Login Method
<p><u>Individual Shareholders holding securities in demat mode with National Securities Depository Limited (“NSDL”)</u></p>	<p>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> I. Type in the browser / Click on the following e-Services link: https://eservices.nsd.com II. Click on the button “Beneficial Owner” available for login under 'IDeAS' section. III. A new page will open. Enter your User ID and Password for accessing IDeAS. IV. On successful authentication, you will enter your IDeAS service login. Click on “Access to e-Voting” under Value Added Services on the panel available on the left-hand side. V. You will be able to see Company Name: “Surat Textile Mills Limited” on the next screen. Click on the e-Voting link available against Surat Textile Mills Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication. <p>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> I. To register, type in the browser / Click on the following e-Services link: https://eservices.nsd.com II. Select option “Register Online for IDeAS” available on the left-hand side of the page. III. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. IV. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote <p>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> I. Type in the browser / Click on the following link: https://www.evoting.nsd.com/ II. Click on the button “Login” available under “Shareholder/Member” section. III. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you re registered on NSDL's e-voting platform) / through generation of OTP (in case your mobile / e-mail address is registered in your demat account) and Verification Code as shown on the screen. IV. You will be able to see Company Name: “Surat Textile Mills Limited” on the next screen. Click on the e-voting link available against Surat Textile Mills Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

	<p>V. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p><u>Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited (“CDSL”)</u></p>	<p>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> I. Type in the browser / Click on any of the following links: <u>https://web.cdslindia.com/myeasi/home/login</u> or <u>www.cdslindia.com</u> and click on New System Myeasi /Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox) II. Enter your User ID and Password for accessing Easi / Easiest. III. You will see Company Name: “Surat Textile Mills Limited” on the next screen. Click on the e-Voting link available against Surat Textile Mills Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication. <p>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> I. To register, type in the browser / Click on the following link: <u>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</u> II. Proceed to complete registration using your DP ID-Client ID (BO ID), etc. III. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. <p>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</p> <ol style="list-style-type: none"> I. Type in the browser / Click on the following link: <u>https://evoting.cdslindia.com/Evoting/EvotingLogin</u> II. Provide Demat Account Number and PAN. III. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. IV. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Surat Textile Mills Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

PROCEDURE TO LOGIN THROUGH THEIR DEMAT ACCOUNTS / WEBSITE OF DEPOSITORY PARTICIPANT

Individual shareholders holding shares of the Company in Demat mode can **access e-Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat accounts / **websites of Depository Participants** registered with NSDL/CDSL. An option for “e-Voting” will be available once they have successfully logged-in through their respective logins. Click on the option “e-Voting” and they will be redirected to e-Voting modules of NSDL / CDSL (as may be applicable). **Click on the e-Voting link available against Surat Textile Mills Limited or select e-Voting service provider “KFinTech”** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at abovementioned 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
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

viii. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) SHAREHOLDERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE

- A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an e-mail 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. Initial password is provided in the body of the e-mail.
 - ii. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
 - iii. Enter the login credentials (**User ID and password provided in the e-mail**). 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 your vote. If required, please visit <https://evoting.kfintech.com> or contact toll-free numbers 1800 309 4001 (from 9.00 a.m. IST to 6.00 p.m. IST on all working days) for assistance on your existing password.
 - iv. After entering these details appropriately, click on “LOGIN”.
 - v. 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.,). **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.**
 - vi. You need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Surat Textile Mills Limited and click on “SUBMIT”.
 - viii. 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.

- ix. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
- x. 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.
- xi. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- xii. A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- xiii. Once you have voted on the resolution (s), you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xiv. 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 cast vote on its behalf 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 on or before Wednesday, 13th September, 2023. Such authorisation shall contain necessary authority for voting by its authorized representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN".

ix. In case of a member whose e-mail address is not registered / updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:

- a) Members who have not registered their email address and in consequence the postal ballot notice cannot be serviced, may temporarily get their email ID and mobile number registered by accessing the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the notice and the e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
- b) Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned 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 postal ballot notice and the e-voting instructions.
- c) After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

(x) Other Instructions:

A. Any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:

- a. 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**
 - i. Example for NSDL: MYEPWD <SPACE> IN12345612345678
 - ii. Example for CDSL: MYEPWD <SPACE> 1402345612345678
 - iii. Example for Physical: MYEPWD <SPACE> XXXX123456789
- b. 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.
- c. Member may call on KFinTech's toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).

- d. Member may send an e-mail request to evoting@kfintech.com. After due verification of the request, User ID and password will be sent to the Member.
- e. If the Member is already registered with KFinTech's e-voting platform, then he / she / it can use his / her / its existing password for logging-in.
- B.** In case of any query on e-voting, Members may refer to the “Help” and “FAQs” sections / E-voting user manual available through a dropdown menu in the “Downloads” section of KFinTech’s website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given below.
- C. CONTACT DETAILS FOR ASSISTANCE ON E-VOTING:**
Members are requested to note the following contact details for addressing e-voting related grievances:
Ms. Shobha Anand, Vice President
KFin Technologies Limited
Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032
Toll-free No.: 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).
E-mail: evoting@kfintech.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following Statement sets out all material facts relating to the Special Businesses mentioned in the Notice:

Item No.1 & 2

Pursuant to provisions of Section 161 of the Companies Act, 2013 ('the Act'), the Articles of Association of the Company, and as per the recommendation of the Nomination and Remuneration Committee ('NRC' Mr. Suhail P. Shah (DIN: 00719002) was appointed as an Additional Director of the Company in the capacity of Whole-time Director designated as Executive Director by the Board of Directors, at its meeting held on 11th August, 2023, with effect from 1st September 2023 for a period of 3 (Three) years on the terms and conditions as recommended by the NRC and approved by the Board of Directors. As an Additional Director, Mr. Suhail P. Shah is entitled to hold office up to the date of ensuing 78th Annual General Meeting and is eligible to be appointed as a Director of the Company.

Mr. Suhail P. Shah holds a Post Graduate in Physical Chemistry from The University of Chicago and a Doctorate in Theoretical Physical Chemistry from The University of Chicago and has had a brilliant academic career. He has to his credit various research accomplishments, computational skills and publications at the international level. He has more than 10 years of experience in research with various universities of international repute and has an overall 15 years of experience in business management.

The Company has received 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. Suhail 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. Suhail 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.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the appointment of Mr. Suhail P. Shah as Wholetime Director designated as an Executive Director will be beneficial to the functioning and growth of the Company and the remuneration payable to him commensurate with his abilities and experience.

As per section 197 of the Act, in case a company has no profits or inadequate profit, the Company shall pay remuneration to managerial personnel in the manner as prescribed under Schedule V of the Act with the approval of shareholder by passing Special Resolution as the case may be.

The principal terms and conditions of appointment of Mr. Suhail P. Shah and remuneration payable are as under:

i. Salary, Perquisites and Allowances: up to Rs. 5 Lakhs per month.

The perquisites and allowances, as aforesaid, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs, medical assistance and leave travel concession for self and family including dependents. The said perquisites and allowances shall be determined, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be determined at actual cost.

ii. Contribution to provident fund, superannuation or annuity fund, gratuity, etc.

The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these singly or together are not taxable under the Income-tax law, and Gratuity payable and encashment of leave at the end of the tenure, as per the rules of the Company and to the extent not taxable under the Income-tax law shall not be included for the purpose of computation of the overall ceiling of remuneration.

iii) Remuneration based on net profits:

In addition to the salary, perquisites and allowances as set out above, Mr. Suhail P. Shah shall be entitled to receive remuneration based on net profits. Such remuneration based on net profits payable to him as also to the other Whole time Directors of the Company will be determined by the Board and/or the Nomination and Remuneration Committee of the Board for each financial year.

iv) Reimbursement of Expenses:

Expenses incurred for travelling, boarding and lodging including for Mr. Suhail Shah's spouse during business trips, any medical assistance provided including for their family members; and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

v) Minimum Remuneration:

In the event of inadequacy or absence of profits in any financial year during his tenure as Wholetime Director, Mr. Suhail P. Shah will be entitled to the foregoing amount of remuneration along with the perquisites and allowances mentioned above as the minimum remuneration for the year.

vi) General:

1. The Wholetime Director shall perform such duties as shall from time to time be and entrusted to him by the Board/ Managing Director, subject to superintendence, guidance and control of the Managing Director / Board.
2. The Wholetime 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.
3. The Wholetime Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
4. The office of the Wholetime Director may be terminated by the Company or by him by giving, the other 3 (three) months' prior notice in writing.
5. In order to comply with the provision of Section 152 regarding number of Directors liable to retire by rotation, Mr. Suhail Shah will be considered as Director liable to retire by rotation.

Mr. Suhail P. Shah satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his appointment. In terms of Section 164 of the Act, he is not disqualified from being appointed as Director.

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

Details of Mr. Suhail P. Shah, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice.

The approval of shareholder is sought for the appointment and remuneration payable to Mr. Suhail P. Shah as Whole-time Director, designated as an Executive Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The draft agreement between the Company and Mr. Suhail P. Shah incorporating the terms of appointment and payment of remuneration is available for inspection by the shareholder of the Company at its Registered Office of the Company on all working days except Sunday and public holiday, between 10:00 hours and 12:00 hours up to the date of meeting.

Mr. Suhail P. Shah is interested in the resolution set out in Item No. 1 and 2 of the Notice, which pertains to his appointment as an Additional Director and as Wholetime Director designated as Executive Director of the Company. Mr. Alok P. Shah, Managing Director, being related to Mr. Suhail P. Shah may be deemed to be interested in the resolution set out at Item No. 1 and 2 of the Notice.

The other relatives of Mr. Suhail P. Shah may be deemed to be interested in the resolution set out at Item No. 1 and 2 of the Notice, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and/or their relatives is/are, in any way, concerned or interested in the said resolution, except to the extent of their shareholding in the Company.

The Board commends the Ordinary and Special Resolution set out in item no. 1 and 2 respectively of the accompanying Notice for approval of the shareholder.

Other particulars pertaining to the Company, which are required to be disclosed as per section II of Part II of the Schedule V of the Act, are given below and forms part of this notice.

I.	General information																	
(1)	Nature of Industry	The Company is engaged in the business of trading in commodities and other commodity related business.																
(2)	Date or expected date of commencement of commercial production	Not applicable since the Company is an existing Company.																
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable since the Company is an existing Company.																
(4)	Financial performance based on given indicators (Continuing Operations)- for the year ended 31st March 2023	<table border="1"> <thead> <tr> <th>Particulars</th> <th>(Rs in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Total Revenue (Net)</td> <td>2531.34</td> </tr> <tr> <td>Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA)</td> <td>418.98</td> </tr> <tr> <td>Less: Finance Costs</td> <td>3.46</td> </tr> <tr> <td>Profit before Depreciation and Tax</td> <td>415.52</td> </tr> <tr> <td>Depreciation and Amortization</td> <td>41.34</td> </tr> <tr> <td>Profit before exceptional items and Tax</td> <td>374.18</td> </tr> <tr> <td>Profit after Tax</td> <td>303.77</td> </tr> </tbody> </table>	Particulars	(Rs in Lakhs)	Total Revenue (Net)	2531.34	Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA)	418.98	Less: Finance Costs	3.46	Profit before Depreciation and Tax	415.52	Depreciation and Amortization	41.34	Profit before exceptional items and Tax	374.18	Profit after Tax	303.77
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Profit after Tax	303.77																	
(5)	Foreign investments or collaborations, if any.	The Company has no foreign collaborators and hence there is no equity participation by foreign collaborators in the Company.																

II.	Information about the appointee	
(1)	Background details	Mr. Suhail P. Shah holds a Post Graduate in Physical Chemistry from The University of Chicago and a Doctorate in Theoretical Physical Chemistry from The University of Chicago and has had a brilliant academic career. He has to his credit various research accomplishments, computational skills and publications at the international level. He has more than 10 years of experience in research with various universities of international repute.
(2)	Past remuneration	NIL
(3)	Recognition or awards	<ul style="list-style-type: none"> • Harvard College Scholarship for academic achievement with high distinction • Harvard College Dean's List, 1992-1996. • Has to his credit various research accomplishments, computational skills and publications at the international level.
(4)	Job profile and his suitability	As the Wholetime Director of the Company, Mr. Suhail P. Shah will be responsible for managing the business affairs of the Company.
(5)	Remuneration proposed	As mentioned above
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of the appointee, managerial personnel, the responsibilities shouldered by him and the industry benchmarks, the aforesaid remuneration proposed to be paid commensurate with the remuneration package paid to similar senior level counter parts in other companies.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Beside the remuneration proposed, Mr. Suhail P. Shah does not have any pecuniary relationship with the Company. Mr. Suhail P. Shah form part of Promoter group. Mr. Suhail P. Shah holds 2,16,52,056 numbers of Equity shares constituting about 9.75% of paid-up Equity share capital of the Company.
III.	Other information	
(1)	Reasons of loss or inadequate profits	As on 31 st March, 2023, the Company has a net profit of Rs. 303.77 Lakhs. The Profits are still inadequate for the remuneration proposed in terms of the provisions of section 197, 198 and schedule V of the Companies Act, 2013. Hence this proposal under applicable provisions of Schedule V.
(2)	Steps taken or proposed to be taken for improvement	The Company is taking necessary steps to improve its overall business verticals and also focusing on cost control in all areas.
(3)	Expected increase in productivity and profits in measurable terms	During FY 2022-2023, the Company has successfully ventured into new business vertical of commodity trading and is expected to show grow further in the coming years. It is difficult to forecast the profitability in measurable terms at this stage.

IV	Disclosures	<p>1. Remuneration package of the managerial person: As detailed in the explanatory statement which forms part of the Notice.</p> <p>2. Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2022-23: The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2022-23 of the Company.</p>
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Item No.3

Over the years the Company was actively engaged in the business of producing of Polyester chips and differentiated Partially Oriented Yarn (POY). However, due to continuous slowdown in business since past many years, the Company in FY 2021-22 decided to discontinue pursuing the textile business and disposed off the assets of manufacturing division located at Village Jolwa, Taluka Palsana, District Surat and completed the transaction in April, 2022.

After considering various possible business options, the Company commenced trading in commodities and other commodity related activities while considering the resources and size of the Company. Accordingly, the Company intends to align its name as per the newly added business commenced by the Company.

Upon receiving approval from Registrar of Companies ("ROC"), Central Registration Centre ("CRC"), Ministry of Corporate Affairs ("MCA") for availability of name i.e., **Surat Trade and Mercantile Limited** vide their approval dated 22nd July 2023, the Board of Directors of the Company at its meeting held on 11th August, 2023 approved the proposal for change of name of the Company from "**Surat Textile Mills Limited**" to "**Surat Trade and Mercantile Limited**" along with the consequential amendments required to be made in the Memorandum of Association and Articles of Association, subject to the approval of ROC, CRC, MCA and the Members of the Company.

Accordingly, as per the provisions of Section 13 and 14 of the Companies Act, 2013 ("the Act"), the Company is seeking shareholder's approval through a Special Resolution to effect the change in the Company's name and make necessary consequential alterations to the Memorandum and Articles of Association.

The proposed change of name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members/ stakeholders and would be subject to approval of ROC, CRC, MCA.

The Company is in compliance with the conditions provided under Regulation 45 of SEBI (Listing Obligations and Disclosure) Requirements, 2015 ("Listing Regulation"), with respect to change of name of the listed entity, to the extent they are applicable. A Certificate obtained from M/s. Sharp & Tannan Associates (Firm registration number 109983W) dated 9th August, 2023 to this effect is annexed hereto and forms part of this Notice and explanatory statement.

Accordingly, approval of the Members is being sought pursuant to the provisions of the Act and Listing Regulations to change the name of the Company from "**Surat Textile Mills Limited**" to "**Surat Trade and Mercantile Limited**" and consequential amendment of Memorandum and Articles of Association of the Company.

The Board commends the Special Resolution set out in Item No. 3 of the accompanying Notice for approval of the Members.

None of the Directors/Key Managerial Personnel of the Company and/or their relatives is / are, in any way, concerned or interested in the said resolution, except to the extent of their shareholding in the Company.

Registered Office:

Tulsi Krupa Arcade, 6th Floor,
Puna-Kumbharia Road,
Dumbhal,
Surat 395010.

Place: Surat

Date: 11th August, 2023

By Order of the Board of Directors

For Surat Textile Mills Limited

Mahek Gaurav Jaju

Company Secretary and Compliance Officer

ANNEXURE

DETAILS OF DIRECTORS SEEKING APPOINTMENT

(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings)

Name of the Director	Mr. Suhail P. Shah
DIN	00719002
Date of Birth	01-09-1974
Age	49 Years
Nationality	Indian
Date of first appointment on the Board	01/09/2023
Qualifications	Ph.D. in Theoretical Physical Chemistry M.S. in Physical Chemistry
Experience (including expertise in specific Functional area)/ Brief Resume	He has to his credit various research accomplishments, computational skills and publications at the international level. He has more than 10 years of experience in research with various universities of international repute.
Terms and Conditions of Appointment	As per the resolution set out at Item no. 3 of the Notice read with explanatory statement thereof.
Remuneration last drawn – For FY 2022-23	NIL
Remuneration proposed to be paid	As per approved terms of appointment.
Shareholding in the Company including shareholding as a beneficial owner	2,16,52,056 Equity Shares of Rs.1/- each fully paid.
Number of meetings of the Board attended during the financial year 2022-23	Not Applicable
Directorship of other Boards as on date of Notice	Bijlee Textiles Ltd. Palomar Textiles Ltd. Prabhat Silk Mills Ltd. Rosekamal Textile Ltd. Globale Textile Market Holdings Ltd.
Memberships / Chairmanship of committees of other Boards as on date of Notice	NIL
Relationship with other Directors/ Key Managerial Personnel of the Company	Brother of Mr. Alok P. Shah, Managing Director of the Company and not related to any other Director/ 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.

Registered Office:

Tulsi Krupa Arcade, 6th Floor,
Puna-Kumbharia Road, Dumbhal,
Surat 395010.

By Order of the Board of Directors

For Surat Textile Mills Limited

Place: Surat

Date: 11th August, 2023

Mahek Gaurav Jaju

Company Secretary and Compliance Officer