



ITEM NO. 5

Pursuant to provision of Section 188 and 185 of Companies Act, 2013 transactions with related parties which are on arm's length basis and in ordinary course of business are exempted from obligation of obtaining consent of shareholders. However, such transactions, if material, require approval of shareholders through a resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business, as per the requirements of the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Further, the explanation to Regulation 23(4) of the Listing Regulations provides that contracts or transactions involving sale, purchase or supply of any goods or materials, directly or through appointment of agent, exceeding ten percent of the turnover of the company requires prior approval of members in general meeting.

The Company carries out transactions with M/s. Premier Spintex Private Limited at arm's length price. The prices at which transactions are carried out are as per prevailing market rate. The Board of Directors of the Company request members to give their approval to the contract or any transaction of purchase, sale or supply of goods or services with M/s. Premier Spintex Private Limited provided that total value in aggregate in Financial Year 2026-27 should not exceed Rs. 10,00,00,000/- (Rupees Ten Crores Only).

The Company carries out transactions with M/s. Sun Insulators Private Limited at arm's length price. The prices at which transactions are carried out are as per prevailing market rate. The Board of Directors of the Company request members to give their approval to the contract or any transaction of purchase, sale or supply of goods or services with M/s. Sun Insulators Private Limited provided that total value in aggregate in Financial Year 2026-27 should not exceed Rs. 5,00,00,000/- (Rupees Five Crores Only).

The Company carries out transactions with M/s. Vijay Stationeries Private Limited at arm's length price. The prices at which transactions are carried out are as per prevailing market rate. The Board of Directors of the Company request members to give their approval to the contract or any transaction of purchase, sale or supply of goods or services with M/s. Vijay Stationeries Private Limited provided that total value in aggregate in Financial Year 2026-27 should not exceed Rs. 2,50,00,000/- (Rupees Two Crores Fifty Lakh Only).

Considering the above as per Section 185, 188 of the Companies Act, 2013, the approval of shareholders through special resolution is necessary for approving the above transaction.

The Board recommends the resolution at Item No. 5 for your approval.

Mr. Gautamchand Surana, Managing Director is interested in the resolution to the extent of his shareholding. Except him, none of the Directors or key managerial personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 5 of this Notice.

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