

**VISAGAR POLYTEX LIMITED**  
**CIN: L65990MH1983PLC030215**

Regd. Off.: 907/908, Dev Plaza, Opp. Andheri Fire Station, S.V. Road, Andheri (West),  
Mumbai, Maharashtra, India, 400058.

Tel: 022-6742815, Website: [www.visagarpolytex.in](http://www.visagarpolytex.in), Email: [contact@visagar.com](mailto:contact@visagar.com)

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**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **42<sup>nd</sup> Annual General Meeting** of the Members of **M/s. VISAGAR POLYTEX LIMITED** will be held on **Tuesday, 30<sup>th</sup> September 2025** at 11:00 a.m. at “Vyanjan Banquet Hall” 46, First Floor, Oshiwara Link Plaza, Next to Oshiwara Police Station, Near Maheshwari Bhawan, Above “ Vyanjan” Sweets, Link Road, Extn, Andheri (West), Mumbai-4000102, to transact the following business:

**ORDINARY BUSINESS**

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2025 and the Reports of the Board of Directors and the Auditors thereon.**
- 2. To appoint a Director in place of Mr. Vikramjit Singh Gill (DIN: 08875328), who retires by rotation and being eligible, offers himself for re-appointment.**

**RESOLVED THAT**, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Vikramjit Singh Gill (DIN: 08875328), who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation.

**SPECIAL BUSINESS**

- 3. To approve Material Related Party Transactions**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with **Visagar Financial Services Limited, Shalimar Productions Limited, Maharashtra Corporation Limited, Trisha Studios Limited and**

**Visagar Textiles Private Limited, Njoymax OTT Entertainment Pvt Ltd, Sagar Portfolio Services Ltd, Jagrecha Finance And Trades Private Limited** related parties within the meaning of Section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations, grant and avail loan services to carry day to day business activity on such terms and conditions as the Board of Directors may deem fit, up to a maximum value of Rs. 25 Crore (Rupees Twenty Five Crores Only) for each related party for the financial year 2025-26, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER** that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

**4. Appointment of M/s. Kirti Sharma & Associates as a Secretarial Auditor for 5 years from Financial Year 2025-26 to 2029-30.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any amendments thereto for the time being in force, M/s. Kirti Sharma & Associates, Practicing Company Secretaries (CP No. 26705) be and is hereby appointed as the Secretarial Auditor of the Company to conduct auditing of the secretarial and related records of the company and to furnish Secretarial Audit Report for five years from the Financial year 2025-26 to 2029-30 at a remuneration as may be mutually agreed between the Secretarial Auditor and the Board of Directors of the Company.”

**“RESOLVED FURTHER THAT** anyone Director or Company Secretary of the Company, be and is hereby authorised to provide necessary assistance for conducting the aforesaid audit.”

**“RESOLVED FURTHER THAT** anyone Director or Company Secretary of the Company of the Company, be and is hereby severally authorised to do all acts, deeds and matters and such other things as may be necessary or expedient to implement this resolution.”

**5. Regularization of Additional Director, Mr. Vikasjeet Singh (DIN: 11228402) as a Director of the company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of sections 152 and any other applicable

provisions of the Companies Act, 2013 ("the act") and Rule 8, 9 and 14 of the Companies (appointment and qualification of directors) rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and provisions of the article of association of the company, the members be and hereby accorded their consent to the appointment of Mr. Vikasjeet Singh (DIN: 11228402) who in terms of section 161 of the companies act, 2013 holds office until the date of this annual general meeting and is being eligible for appointment and has consented to act as a Director of the company and in respect of whom the company has received a notice in writing from a member under section 160(1) of the act proposing his candidature for the office of director of the company, as an Non-Executive, Non-Independent Director of the company, not liable to retire by rotation.”

**“RESOLVED FURTHER THAT** any one director of the Company is hereby authorized to do all the acts, deeds and things which are necessary to give effect to the aforesaid resolution”.

**Registered Office:  
907/908, Dev Plaza, Opp.  
Andheri Fire Station, S.V.  
Road, Andheri (West), Mumbai,  
Maharashtra, India, 400058**

**Place: Mumbai  
Date: 08/09/2025**

**By Order of the Board of Directors  
For Visagar Polytex Limited**

SD/-

**Tilokchand Kothari  
Chairman & Managing Director  
DIN: 00413627**

**NOTES:**

1. The Explanatory Statement, pursuant to Section 102 of Companies Act, 2013 ('the Act') which sets out details relating to Special Business at the meeting is annexed hereto. The relevant details of the Directors seeking re-appointment/ appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed.
2. In line with the MCA Circulars and SEBI Circulars, the Notice of AGM ("Notice") along with Annual Report for the financial year 2024-25 shall be sent through electronic mode to those members whose email IDs are registered with the company/depository participant(s). Members may note that Notice and Annual Report 2024-25 has been uploaded on the website of the Company at [www.visagarpolytex.in](http://www.visagarpolytex.in). Notice and Annual Report can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
3. Corporate Members are encouraged to attend the AGM through their Authorized Representatives. They are requested to send by email at [contact@visagar.com](mailto:contact@visagar.com), a certified copy of the Board Resolution/ Authorization Letter authorizing their representatives to attend and vote on their behalf in the Meeting.
4. A member entitled to attend and vote at the Annual General Meeting ("meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself /herself and the proxy need not be a member of the company. The instrument appointing a proxy in order to be valid must be duly filled in all respects and should be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.

Pursuant to the provision of the Companies Act 2013 (hereinafter called "the Act") and the Rules made thereunder a person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

5. Members holding Shares in single name and physical form are advised to make nomination in respect of shareholding in the Company. Members can avail of the Nomination facility by filing Form SH-13 with the Company or its Registrar. Blank Forms will be supplied on request. In case

of shares held in Demat form, the nomination has to be lodged with their Depository Participants.

6. Members who hold shares in physical shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Adroit Corporate Services (P) Ltd. for consolidation into a single folio.
7. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Particulars of Bank mandates. Such changes are to be advised only to the Depository Participants.
9. Members, holding shares in physical form are requested to notify changes in address, if any, to the Registrars of the Company immediately, quoting their folio numbers. Members, holding shares in dematerialized form, should send the above information to the respective Depository Participants.
10. Members are requested to
  - i. Bring their copy of Annual Report to the Meeting.
  - ii. Quote their Registered Folio Nos. on all correspondence with the Company.
11. The Register of Members and Share Transfer Books of the Company shall remain closed from **September 24, 2025 to September 30, 2025** (both days inclusive) for the purpose of annual book closure.
12. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper. However, members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to vote again at the AGM.
13. Members are requested to bring the attendance slip duly filled in, for attending the Meeting. The Attendance slip is sent with this Annual Report. Members, who hold shares in Electronic Form, are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recording attendance at the forthcoming Annual General Meeting.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts(s). Members holding shares in physical form can submit their PAN details to M/s. Adroit Corporate Services (P) Ltd., 19/20, Jafferbhoy Industrial Estate, 1<sup>st</sup> floor, Makwana Road, Marol Naka, Andheri (East), Mumbai –

400 059.

15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 02.00 p.m. up to the date of declaration of the result of the Annual General Meeting of the Company.
16. The Annual Report 2024-25 and Notice of the 42<sup>nd</sup> Annual General Meeting of the Company along with Attendance Slip and Proxy Form are being sent in electronic form to all the members whose email IDs are registered with the Company/Depository Participants(s). Formembers who have not registered their email address, physical copies of the aforesaid documents are being sent in the permitted mode. Members who prefer physical copy to be delivered may write to the Company at its registered office or send an E-mail to [contact@visagar.com](mailto:contact@visagar.com) by providing their DP Id and Client Id as reference.
17. Members may also note that the Notice of the 42<sup>nd</sup> Annual General Meeting and the Annual Report for 2024-25 will also be available on the Company's website [www.visagarpolytex.in](http://www.visagarpolytex.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
18. Members who wish to get any further information as regards the items to be transacted at the meeting are requested to write to Ms. Neelam Raj, Company Secretary at least ten days prior to the Meeting so as to enable the management to reply at the meeting.
19. Members holding shares in physical form are requested to consider converting their holdings in dematerialized form to eliminate risks associated with physical shares and better management of the securities. Members can write to the company's registrar and share transfer agent in this regard.
20. SEBI vide its circular dated January 25, 2022, has mandated that listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold share certificates in physical form are advised to dematerialise their holdings. Members holding shares in physical form are advised to avail the facility of dematerialisation by contacting a DP of their choice
21. The route map showing directions to reach the venue of the 42<sup>nd</sup> Annual General Meeting is annexed herewith the Notice.



**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

The remote e-voting period begins on September 27, 2025 at 09:00 A.M. and ends on September 29, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2025.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select “ <b>Register Online for IDeAS Portal</b> ” or click at

	<p><a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service</p>

	<p>provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

<p><b>Login type</b></p>	<p><b>Helpdesk details</b></p>
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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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company

For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*

Password details for shareholders other than Individual shareholders are given below:  
If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [kirti.sharma2593@yahoo.com](mailto:kirti.sharma2593@yahoo.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000



**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [contact@visagar.com](mailto:contact@visagar.com).
  2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [contact@visagar.com](mailto:contact@visagar.com).
  3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
  4. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
  5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- I. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM).
  - II. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  - III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **23<sup>rd</sup> September, 2025**.
  - V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **23<sup>rd</sup> September, 2025**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [info@adroitcorporate.com](mailto:info@adroitcorporate.com)
  - VI. Ms. Kirti Sharma, Practising Company Secretary, Partner of Firm named Kirti Sharma & Associates, Company Secretaries, MN: A41645 and COP No.: 26705 has been appointed as



the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- VII. The Chairman Shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- VIII. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting by polling papers and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- IX. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz. [www.visagarpolytex.in](http://www.visagarpolytex.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited, Mumbai.

**Registered Office:**  
**907/908, Dev Plaza, Opp.**  
**Andheri Fire Station, S.V.**  
**Road, Andheri (West),**  
**Mumbai City, Mumbai,**  
**Maharashtra, India, 400058**

**Place: Mumbai**  
**Date: 08/09/2025**

**By Order of the Board of Directors**  
**For Visagar Polytex Limited**

Sd/-

**Tilokchand Kothari**  
**Chairman & Managing Director**  
**DIN: 00413627**



## **EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

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

#### **To approve Material Related Party Transactions**

Pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof (“SEBI Listing Regulations”) and the Company’s Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company (“the Policy”), the material related party transactions to be entered by the Company on arm’s length basis with as set out in Item No. 3 require approval of the members of the Company through the ordinary resolutions.

Further, the Audit Committee and the Board of Directors of the Company both on 07<sup>th</sup> September, 2025 respectively approved entering into material related party transactions, subject to the approval of the members of the Company

Provisions related to clause (d) of sub-section (1) of section 188 Companies Act 2013 for availing or rendering of any services, directly or through appointment of agent, amounting to ten percent or more of the turnover of the company as mentioned is subject to approval of shareholders.

Under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the Shareholders. The said Regulation further provides a definition of the term ‘Material’ as follows:

“a transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten percent of the annual consolidated turnover of the listed entities per the last Audited Financial Statements of the Company, whichever is earlier.”

As per Regulation 23 of the SEBI Listing Regulations and read with applicable provisions of the Act, related parties of the Company are not permitted to vote to approve the resolutions set out in Item No. 3 to of this Notice whether the related party is a related party to the proposed transaction or not.



Mr. Tilokchand Kothari, is common director in Visagar Financial Services Limited, Shalimar Productions Limited and Maharashtra Corporation Limited and Trisha Studios Limited Njoymax OTT Entertainment Pvt Ltd, Sagar Portfolio Services Ltd, Jagrecha Finance And Trades Private Limited.

Mr. Tilokchand Kothari has more than 2% shareholding in Visagar Financial Services Limited, Trisha Studios Limited and Maharashtra Corporation Limited.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or any of their respective relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item No. 8, to this Notice except as provided above.

#### **Item No. 4**

##### **Appointment of M/s. Kirti Sharma & Associates as a Secretarial Auditor for Five Years from the Fy 2025-26 To 2029-30:**

The Board of Directors of has proposed the appointment of M/s. Kirti Sharma & Associates, Practicing Company Secretaries, as Secretarial Auditors of the Company for a period of five years, commencing from Financial Year 2025-26 to Financial Year 2029-30.

M/s. Kirti Sharma & Associates have given their consent to act as Secretarial Auditors and have confirmed that they meet the eligibility criteria specified under the Companies Act, 2013 and rules made thereunder.

The Board believes that M/s. Kirti Sharma & Associates possess the necessary expertise and experience to conduct the secretarial audit of the Company, and their appointment will ensure compliance with applicable laws and regulations.

The Board recommends the resolution for the appointment of M/s. Kirti Sharma & Associates as Secretarial Auditors for approval by the shareholders.

#### **Item No. 5**

Regularization of Additional Director, Mr. Vikasjeet Singh (DIN: 11228402) as Director of the company.

Mr. Vikasjeet Singh (DIN: 11228402) was first inducted to the Board at the Board Meeting held on 13<sup>th</sup> August, 2025 and in the same meeting he was appointed as the Additional Director. In terms of Section 161(1) of the Companies Act, 2013, Mr. Vikasjeet Singh can hold office only up to the date of the ensuing Annual General Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the



Company. Further, in the same meeting i.e., meeting held on 13<sup>th</sup> August, 2025, the Board appointed Mr. Vikasjeet Singh as the Director of the Company, with immediate effect subject to the approval of the shareholders. The terms and conditions of the appointment are set out in a draft Appointment letter to be issued to Mr. Vikasjeet Singh by the Company. The Board is of the opinion that the appointment and presence of Mr. Vikasjeet Singh as the Director will be desirable, beneficial and in the best interest of the Company. The Board recommends the resolution set out in item no. 5 of the accompanying Notice for approval and adoption of the Members. A copy of the Board Resolution and the draft appointment letter issued to Mr. Vikasjeet Singh, Director will be available for inspection between 11.00 a.m. to 01.00 p.m. on all working days (Monday to Friday) at the Registered Office of the Company. None of the Directors of the Company except Mr. Vikasjeet Singh is concerned or interested in the proposed resolution.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the date of the Meeting.

None of the Other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 5 of the Notice.

**Annexure to Notice**

**Details of the Directors seeking appointment/re-appointment at the Annual General Meeting  
(Pursuant to Regulation 36 (3) of the Listing Regulations, 2015 & Secretarial Standards-2 on  
General Meetings)**

**Item No. 3 and 5**

<b>Name</b>	Mr. Vikramjit Singh Gill	Mr. Vikasjeet Singh
<b>Date of Birth</b>	11.01.1991	17.10.1996
<b>Appointed on</b>	02.01.2021	13.08.2025
<b>Qualifications</b>	Graduate	Graduate
<b>Brief Profile</b>	Mr. Vikramjit Singh Gill has done Graduation. He is well acquainted and read with financial statement and has additional knowledge of Audit matters	Mr. Vikasjeet Singh has graduation in 2018 from Punjab University. Mr. Vikasjeet Singh has over 2 years of experience in the field of Vfx Compositing
<b>Directorship held in Public Companies</b>	Shalimar Productions Limited	NA
<b>Memberships/Chairmanships of Audit and Stakeholder's relationship Committees across Public Companies</b>	Nil	Nil
<b>No. of Shares held in the Company</b>	Nil	Nil

**Registered Office:**  
**907/908, Dev Plaza, Opp.**  
**Andheri Fire Station, S.V.**  
**Road, Andheri (West),**  
**Mumbai, Maharashtra, India,**  
**400058**

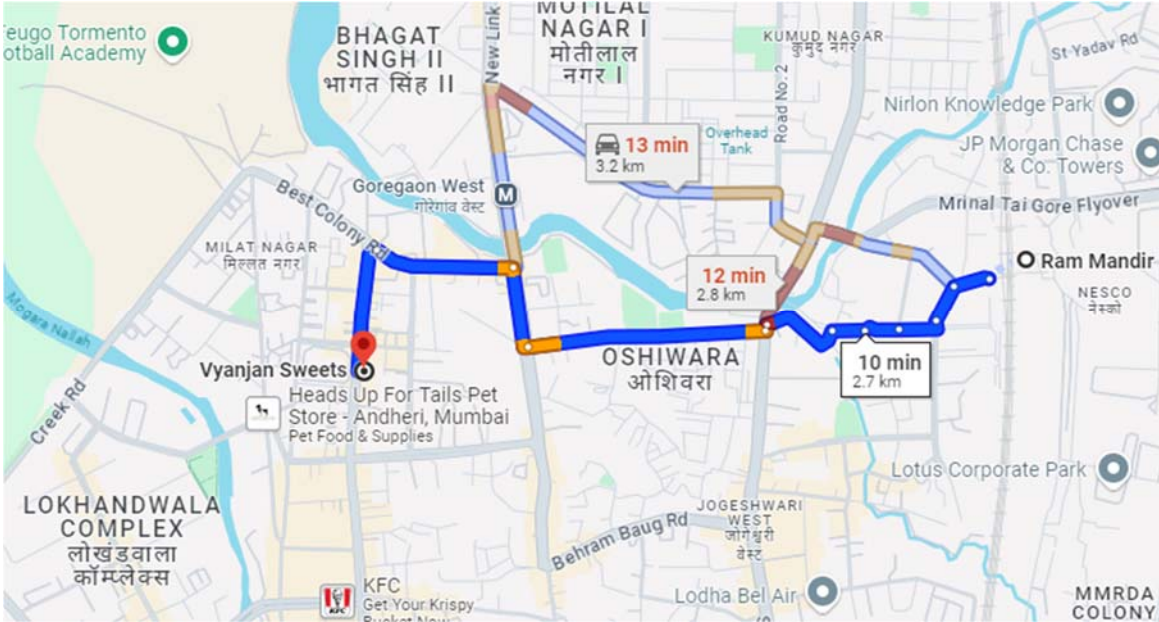
**Place: Mumbai**  
**Date: 08/09/2025**

**By Order of the Board of Directors**  
**For Visagar Polytex Limited**

Sd/-

**Tilokchand Kothari**  
**Chairman & Managing Director**  
**DIN: 00413627**

## **ROUTE FOR THE VENUE OF ANNUAL GENERAL MEETING**



**VENUE:** “VYANJAN BANQUET HALL” 46, FIRST FLOOR, OSHIWARA LINK PLAZA, NEXT TO OSHIWARA POLICE STATION, NEAR MAHESHWARI BHAWAN, ABOVE “VYANJAN” SWEETS, LINK ROAD, EXTN, ANDHERI (WEST), MUMBAI-4000102.



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**VISAGAR POLYTEX LIMITED**

**L65990MH1983PLC030215**

Regd. Office: 907/908, Dev Plaza, Opp. Andheri Fire Station, S.V. Road, Andheri (West),  
Mumbai City, Mumbai, Maharashtra, India, 400058

Tel.: 022-6742815, Website: www.visagarpolytex.in E-mail Id: contact@visagar.com

**ATTENDANCE SLIP**

Please fill attendance slip and hand it over at the entrance of the meeting hall Joint shareholders may obtain additional Slip at the venue of the meeting

D.P. Id*		Folio No.	
Client Id*		No. ofShares	

**NAME OF THE SHAREHOLDER / PROXYHOLDER:**

\_\_\_\_\_

I hereby record my presence at the **42<sup>nd</sup> Annual General Meeting** of the Company held on Monday, **30<sup>th</sup> September 2025** at **11.00 a.m.** at “Vyanjan Banquet Hall” 46, First Floor, Oshiwara Link Plaza, Next to Oshiwara Police Station, Near Maheshwari Bhawan, Above “Vyanjan” Sweets, Link Road, Extn, Andheri (West), Mumbai-4000102.

\_\_\_\_\_

Signature of Shareholder/Proxy holder

**Note:**

**Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.**

..... (Tear Here).....



**VISAGAR POLYTEX LIMITED**

**L65990MH1983PLC030215**

Regd. Office: 907/908, Dev Plaza, Opp. Andheri Fire Station, S.V. Road, Andheri  
(West), Mumbai City, Mumbai, Maharashtra, India, 400058 .  
Tel.: 022-6742815, Website: www.visagarpolytex.in E-mail Id: contact@visagar.com

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Management and Administration) Rules, 2014]

Name of the Member(s) : \_\_\_\_\_

Registered Address : \_\_\_\_\_

Email ID : \_\_\_\_\_

Folio No./Client ID/DP ID : \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

Name : \_\_\_\_\_ Address : \_\_\_\_\_



Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_  
\_\_\_\_\_ or failing him

Name : \_\_\_\_\_ Address : \_\_\_\_\_  
\_\_\_\_\_

Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_  
\_\_\_\_\_ or failing him

Name : \_\_\_\_\_ Address : \_\_\_\_\_  
\_\_\_\_\_

Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_  
\_\_\_\_\_

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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **42<sup>st</sup> Annual General Meeting** of the Company to be held on Monday, **30<sup>th</sup> September 2025** at **11.00 a.m.** at “Vyanjan Banquet Hall” 46, First Floor, Oshiwara Link Plaza, Next to Oshiwara Police Station, Near Maheshwari Bhawan, Above “ Vyanjan” Sweets, Link Road, Extn, Andheri (West), Mumbai-4000102 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	Special Business
<ol style="list-style-type: none"> <li>1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2025 and the Reports of the Board of Directors and the Auditors thereon</li> <li>2. To appoint a Director in place of Mr. Vikramjit Singh Gill (DIN: 08875328), who retires by rotation and being eligible, offers himself for re-appointment</li> </ol>	<ol style="list-style-type: none"> <li>3. To approve Material Related Party Transactions</li> <li>4. To the Appointment of M/s. Kirti Sharma &amp; Associates as a Secretarial Auditor for 5 years from Financial Year 2025-26 to 2029-30</li> <li>5. To Regularization of Additional Director, Mr. Vikasjeet Singh (DIN: 11228402) as a Director of the company</li> </ol>

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025.

\_\_\_\_\_  
Signature of Shareholder  
(holders)

\_\_\_\_\_  
Signature of the proxy

**Notes:**

1. This form, in order to be effective, should be duly completed, stamped, signed and deposited at theregistered office of the Company, not less than 48 hours before the commence of the meeting.
2. Notwithstanding the above the Proxies can vote on such other items which may be tabled at themeeeting by the shareholders present.