SWARAJ SUITING LIMITED
WEAVING THE FUTURE

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

To,
The Members of
SWARAJ SUITING LIMITED
(CIN: L18101RJ2003PLC018359)

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of Swaraj Suiting Limited will be held on **Saturday, 24th Day of October, 2026 at 1:00 PM (IST)** through Video Conferencing/Other Audio Visual Means (VC/OAVM) facility to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1:
ISSUE OF EQUITY SHARES TO NON-PROMOTERS/IDENTIFIED PERSONS ON PREFERENTIAL BASIS

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the company with National Stock Exchange of India Ltd. and BSE Limited (collectively, "**Stock Exchanges**,"), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and the law, rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Securities and Exchange Board of India, the Stock Exchanges, Ministry of Corporate

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Affairs or any other relevant authority (herein after referred as "Applicable Regulatory Authorities") from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required from any and/ or all Government or regulatory authorities and/ or all other institutions and bodies provided that such sanctions are acceptable to the Board of Directors of the Company and subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised to accept, the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot up to 35,00,000 (Thirty Five Lakh) Equity Shares at a face value of Rs. 10/- (Rupees Ten) per share at a premium of Rs. 325/- (Rupees Three Hundered Twenty Five) per share at issue price of Rs. 335/- (Rupees Three Hundred Thirty Five) per share, aggregating up to Rs. 1,17,25,00,000 (Rupees One Hundred Seventeen Crore Twenty-Five Lakhs) on a preferential basis to the following Non-promoters Identified Persons ("Proposed Allottees") in such manner and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and/or other applicable provisions of the law and at such price as will be determined in accordance with Regulation 164 of the SEBI ICDR Regulations and any conditions as may be imposed by the Board:

S. No.	Name of Proposed Allottees	No. of Equity Shares proposed to be allotted	Category
1.	Clarus Capital I	2250000	Non-promoter Public (AIF)
2.	Kritagyata Trust	1125000	Non-promoter Public (Trust)
3.	Emerge Capital Opportunities Scheme	125000	Non-promoter Public (AIF)
	TOTAL	**3500000**	

RESOLVED FURTHER THAT in accordance with the provisions of the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the "Relevant Date" for the purpose of determination of the Floor price of the Equity Shares to be issued and allotted to the proposed Allottees ("Proposed Allottees") as above be 24th September 2026, being the date falling 30 days prior to the date of this Extra Ordinary General Meeting of the Company, to approve the allotment of Equity Shares in dematerialized form is proposed to be completed within maximum period of 15 days from the date of passing of the special resolution and in case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by applicable regulatory authorities, then the allotment shall be completed within 15 days from the date of receipt of such approval or permission as the case maybe.

RESOLVED FURTHER THAT the equity share Issue Price for the preferential issue is not less than the floor price arrived at in accordance with Regulation 164 and 166A of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted to proposed allottees pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects including dividend and voting rights.

RESOLVED FURTHER THAT the Equity Shares shall remain locked-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchanges - National Stock Exchange of India Ltd. and BSE Limited subject to receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT pursuant to the provisions of Section 42 of the Act read with Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules 2014 and other applicable provisions, if any, of the Act, the name and other details of the

Proposed Allottees of Equity Share Allottees be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Equity Share and private placement offer cum application letter in Form No. PAS-4 containing the terms and conditions, together with an application form be issued to the Equity Share Allottees inviting them to subscribe to the Equity Share.

RESOLVED FURTHER THAT the subscription monies received towards the preferential issue shall be kept in a separate bank account for the purpose and shall be utilized in accordance with applicable provisions of the Companies Act, 2013 and SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to issue and allot Equity Share to the Equity Share Allottee and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolutions and matters incidental thereto, without requiring any further approval of the Members of the Company, including without limitation:

(i) to issue and allot the Equity Share and such number of equity shares may be required to be issued and allotted upon exercise of the Equity Shares, without requiring any further approval of the Members;

(ii) to issue clarifications, resolve and settle all matters, questions of doubt as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit;

(iii) to negotiate, finalize, enter into or execute all contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors) to give effect to the above resolutions including making application to Stock Exchanges for obtaining necessary approvals and filing of requisite documents with the Registrar of Companies, National Securities Depository Limited ("**NSDL**"), Central Depository Services (India) Limited ("**CDSL**") and / or such other authorities as may be necessary for the purpose;

(iv) to give effect to any modifications, changes, variations, alterations, additions and/ or deletions to the terms and conditions, as may be required by any regulatory or other authorities involved in or concerned with the issue and

allotment of the equity shares;

(v) to take all such steps as may be necessary for the admission of the equity shares with the depositories, viz. NSDL and CDSL and for the credit of such equity shares to the respective dematerialized securities account of the equity share Allottees;

(vi) to authorize any or all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company, and to settle, resolve and issue clarifications to all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the equity shares, the listing of the equity shares with the Stock Exchanges as appropriate and utilisation of proceeds of the equity share take all other steps which may be incidental, consequential, relevant or ancillary in this connection, and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive; and

(vii) to delegate all or any of the powers herein conferred upon it by this resolution to committee of directors including the finance committee/ any director(s)/ company secretary/ any officer(s)/ authorized signatory(ies)/ executives of the Company to give effect to the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard."

(viii) **RESOLVED FURTHER THAT** all actions taken by the Board or any authorised person in connection with any matter(s) referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

ITEM NO. 2:

ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES TO NON-PROMOTER IDENTIFIED PERSONS ON PREFERENTIAL BASIS

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the company with National Stock Exchange of India Ltd. and BSE Limited, Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, as amended ("Listing Regulations") and the law, rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Securities and Exchange Board of India, the Stock Exchanges, Ministry of Corporate Affairs or any other relevant authority (herein after referred as "Applicable Regulatory Authorities") from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required from any and/ or all Government or regulatory authorities and/ or all other institutions and bodies provided that such sanctions are acceptable to the Board of Directors of the Company and subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised to accept, the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot up to 17,00,000 (Seventeen Lakh) Warrants convertible into equal number of Equity Shares at a face value of Rs. 10/- (Rupees Ten) each at a premium of ₹325 (Rupees Three hundred and Twenty Five only) per share, at the issue price of Rs. 335 (Rupees Three Hundred Thirty Five Only) per warrant, aggregating up to Rs. 56,95,00,000/- (Rupees Fifty Six Crore Ninety Five Lakh Only) on a preferential basis to the following Non-promoters Identified Persons ("Proposed Allottees") in such manner and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and/or other applicable provisions of the law and at such price as will be determined in accordance with Regulation 164 & 166A of the SEBI ICDR Regulations and any conditions as may be imposed by the Board:

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S. No.	Name of Proposed Allottees	No. of Warrants proposed to be allotted	Category
1.	CLARUS CAPITAL I	2,50,000	Public (AIF)
2.	ANNSO CAPITAL PRIVATE LIMITED	1,00,000	Public
3.	RNR WEALTH MANAGEMENT PRIVATE LIMITED	70,000	Public
4.	MS CAPITAL INDIA FUND 1	25,000	Public (AIF)
5.	FIRST AMONG EQUALS	45,000	Public
6.	ANSHVARDHAN MODI	4,00,000	Public
7.	RAGHAV AGARWAL	2,00,000	Public
8.	VINEET KAUL	1,00,000	Public
9.	HINA KHAN	72,000	Public
10.	BHAGCHAND PUNAMCHAND BAFNA	50,000	Public
11.	LALITA JAIN	30,000	Public
12.	RITIK NARPATKUMAR CHOPRA	30,000	Public
13.	AJAY VIJAY DHANUKA	30,000	Public
14.	SANGITA JAIN	30,000	Public
15.	VIJAY RAMVALLABH KHETAN	30,000	Public
16.	JANAK DINKARRAI DESAI	30,000	Public
17.	VIDHI PAREKH	25,000	Public
18.	SAURABH JAIN	10,000	Public
19.	MEGHANA DIVYAGNAN SARVAIYA	15,000	Public
20.	VIPIN ARORA	15,000	Public
21.	NITIN PARASMAL KOTHARI	15,000	Public
22.	CHANCHAL BIYANI	15,000	Public
23.	AMITA ASHOK SHIVHARE	10,000	Public
24.	ANKITA JAIN	3,000	Public
25.	RAJ RANI VERMA	3,000	Public
26.	DINESHKUMAR KANAIYALAL KHATRI	4,000	Public
27.	SUJAY KUMAR SINHA	1,000	Public
28.	RACHNA JEENGAR	1,000	Public
29.	SHAHRUKH KHAN DESHWALI	7,500	Public
30.	YOGENDRA SINGH	3,000	Public
31.	HEERA LAL SUTHAR	3,000	Public
32.	GEETA DEVI	3,000	Public
33.	POOJA KUNWAR	2,000	Public

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34.	MAITRY PANKAJBHAI SHAH	2,000	Public
35.	BALWANT SINGH	2,000	Public
36.	VIJAY KUMAR RANKA	2,000	Public
37.	EKRAR MOHMMAD	2,000	Public
38.	Rahul	2,000	Public
39.	KRISHNVEER SINGH RATHORE	2,000	Public
40.	UMESH KUMAR RAMJEE PANDIT	2,000	Public
41.	NISHANT SAHU	2,000	Public
42.	ARJUN SINGH	2,000	Public
43.	VIKKY KUMAR GUPTA	2,000	Public
44.	AWDHESH YADAV	2,000	Public
45.	RAJESH KUMAR PATEL	2,000	Public
46.	JITENDRA KUMAR	2,000	Public
47.	VINOD JAT	2,000	Public
48.	UPENDRA KUMAR	2,000	Public
49.	RAJESH KUMAR	2,000	Public
50.	VIMLESH KUMAR	2,000	Public
51.	NARENDRA RAWAL	2,000	Public
52.	SHARIF KHAN MEWATI	2,000	Public
53.	RISHIKESH KUMAR	2,000	Public
54.	MEERA DEVI	2,000	Public
55.	MOHAMMED IMRAN AASAM	2,000	Public
56.	SANJAY KUMAR	2,000	Public
57.	NOOR ALAM ANSARI	2,000	Public
58.	ANKIT SINGH	2,000	Public
59.	GIRISH DEKATE	2,000	Public
60.	NIGAR HAIDER	1,500	Public
61.	AREEB HAIDER	1,500	Public
62.	MOHHAMMAD SOHAIL	1,500	Public
63.	SONALI SHARMA	1,000	Public
64.	KHUSHBOO SHARMA	1,000	Public
65.	ANKIT SANCHETI	1,000	Public
66.	ARVINDKUMAR RAMAVTAR SINGH	1,000	Public
67.	LAKSHAMAN SHARMA	1,000	Public
68.	JITENDRA K VISHWAKARMA	1,000	Public
69.	SUNIL KUMAR NAI	1,000	Public
70.	GOPAL SAHOO	1,000	Public
71.	HARINDER KUMAR VERMA	1,000	Public
72.	SUNIL KUMAR	1,000	Public

73.	ABDULLAH KHAN	1,000	Public
74.	MOHSIN KHAN KAYAMKHANI	1,000	Public
75.	SHABINA BANU	1,000	Public
76.	MUMTAJ BANU AJMERI	500	Public
77.	RAJKUMAR	500	Public
78.	RAMESH KUMAR	500	Public
79.	RISHABH PANGARIA	500	Public
80.	MOHAMMAD AZAR LOHAR	500	Public
81.	RINKU JAGID	500	Public
	TOTAL (A+B)	**17,00,000**	

RESOLVED FURTHER THAT in accordance with the provisions of the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the "Relevant Date" for the purpose of determination of the floor price of the share for Warrants to be issued and allotted to the proposed allottees as above be 24th September 2026, being the date 30 (thirty) days prior to the date on which the Extra Ordinary General Meeting of the Members of the Company is held to consider and approve the proposed preferential issue, and that the issue price of the Warrants has been determined in accordance with the applicable provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Warrant Issue Price for the preferential issue is not less than the floor price arrived at in accordance with Regulation 164 and 166A of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Warrants shall be allotted in one or more tranches, on receipt of applicable subscription monies for issuance of the Warrants, within a period of 15 (fifteen) days from the date of passing of this resolution, provided that if any approval or permission by the Central Government or Applicable Regulatory Authorities (including the in-principle approval from the Stock Exchanges, in accordance with the SEBI ICDR Regulations) for allotment is pending, the period of 15 (fifteen) days shall be counted from the date of receipt of such approval or permission, as applicable.

RESOLVED FURTHER THAT the Warrants being offered, issued and allotted to the Proposed Allottees by way of a preferential issue shall, inter-alia, subject to the following:

i. the Proposed Allottees shall pay an amount equivalent to at least 25% (twenty-five per cent) of the Warrant Issue Price per Warrant in terms of the ICDR on or

before the allotment of Warrants. Upon exercising of the option of conversion of the Warrants into Equity Shares by the Proposed Allottees, the balance amount of the Warrant Issue Price shall be payable, as cash consideration. If the option to acquire equity shares pursuant to conversion of Warrants is not exercised within the prescribed time period of the 18 (eighteen) months from the date of allotment of Warrants, then such Warrants shall be lapsed and the amount paid with respect to the Warrants shall be forfeited by the Company;

ii. the Warrants Allottee shall, subject to the ICDR and other applicable rules and regulations, be entitled to apply for and be allotted 1 (One) equity share against each Warrant;

iii. the equity shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;

iv. the equity shares allotted on conversion of the Warrants shall be fully paid-up and shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;

v. the Warrants may be exercised by the Warrants Allottees, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of equity shares and perform such actions as required to credit the equity shares to the dematerialized securities account of the Warrants Allottees and entering the name of the allottee in the records of the Company as the registered owner of the equity shares;

vi. the Warrants shall be exercised by the Warrants Allotees in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations, the Securities Contracts (Regulation) Rules, 1957 and any other regulations and guidelines issued by SEBI or Applicable Regulatory Authorities as the case may be or any modifications

thereof;

vii. the Warrants Allottees shall make payment of the Warrant Issue Price from its own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application;

viii. the Warrants and the equity shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under the ICDR. Further, the pre-preferential allotment shareholding of the Warrants Allottees, if any, shall also be subject to the lock-in restrictions in terms of the ICDR;

ix. the Warrants by itself, until exercised and converted into equity shares, shall not give to the Warrants Allottees any rights with respect to that of an equity shareholder of the Company;

x. the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be; and

xi. the price determined above and the number of equity shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as required under the rules, regulations, and laws, as applicable from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT pursuant to the provisions of Section 42 of the Act read with Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules 2014 and other applicable provisions, if any, of the Act, the name of the Warrants Allottees be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Warrants and private placement offer letter in Form No. PAS-4 containing the terms and conditions, together with an application form be issued to the Warrants Allottees inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT the subscription monies received towards the preferential issue shall be kept in a separate bank account for the purpose and shall be utilized in accordance with applicable provisions of the Companies Act, 2013 and SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrants Allottees.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to issue and allot Warrants to the Warrants Allottee and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolutions and matters incidental thereto, without requiring any further approval of the Members of the Company, including without limitation:

(i) to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise of the Warrants, without requiring any further approval of the Members;

(ii) to issue clarifications, resolve and settle all matters, questions of doubt as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit;

(iii) to negotiate, finalize, enter into or execute all contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors) to give effect to the above resolutions including making application to Stock Exchanges for obtaining necessary approvals and filing of requisite documents with the Registrar of Companies, National Securities Depository Limited ("**NSDL**"), Central Depository Services (India) Limited ("**CDSL**") and / or such other authorities as may be necessary for the purpose;

(iv) to give effect to any modifications, changes, variations, alterations, additions and/ or deletions to the terms and conditions, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants and the equity shares to be issued and allotted upon the exercise of the Warrants;

(v) to take all such steps as may be necessary for the admission of the Warrants and equity shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / equity shares to the respective

dematerialized securities account of the Warrants Allottees;

(vi) to authorize any or all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company, and to settle, resolve and issue clarifications to all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and the equity shares to be issued and allotted upon the exercise thereof, the listing of the equity shares to be issued and allotted upon the exercise thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants and the equity shares to be issued and allotted upon the exercise thereof, take all other steps which may be incidental, consequential, relevant or ancillary in this connection, and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive; and

(vii) to delegate all or any of the powers herein conferred upon it by this resolution to committee of directors including the finance committee/ any director(s)/ company secretary/ any officer(s)/ authorized signatory(ies)/ executives of the Company to give effect to the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard."

(viii) **RESOLVED FURTHER THAT** all actions taken by the Board or any authorised person in connection with any matter(s) referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

Registered Office:
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Email: cs@swarajsuiting.com
Con. No. 9660630663

By order of the Board of Directors
For SWARAJ SUITING LIMITED

Sd/-
Rahul Kumar Verma
Company Secretary &
Compliance Officer

Place: Bhilwara
Date: October 01, 2026

Notes: -

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the EGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.

2. The Extra Ordinary General Meeting of the Company is being convened through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") in compliance with the applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020 and subsequent circulars issued by the Ministry of Corporate Affairs ("MCA") in this regard, the latest being General Circular No. 03/2025 dated 22nd September, 2025, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "the Circulars"). In compliance with the aforesaid Circulars, the facility to convene the EGM through VC/OAVM without the physical presence of Members at a common venue has been provided. The deemed venue for the EGM shall be the Registered Office of the Company.

3. Generally, a member entitled to attend and vote at the 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. Since this EGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.

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

5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by NSDL.

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.swarajsuiting.com. The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and BSE Limited - www.bseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Wednesday, 21st October 2026at 9:00 A.M. (IST) and ends on Friday, 23rd October, 2026at 5:00 P.M. (IST). 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. Saturday, 17th October, 2026may 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 Saturday,17th October, 2026.

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 As per the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 as amended 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** 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 **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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 (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 **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. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. 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 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the

	Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with 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.

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.

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.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
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***

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

   b) 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.
   c) How to retrieve your 'initial password'?

Corporate Office - F- 483 to F-487,
RIICO Growth Center, Hamirgarh,
Bhilwara, RJ 311001

+91 88750 16161
Tel- +91 97820 32618
+91 94134 85033

CIN- L18101RJ2003PLC018359
E-mail- Info@swarajsuiting.com
Website- www.swarajsuiting.com

(i) 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'.

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

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   (a) 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.
   (b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. 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.

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 bksharma162@gmail.com with a copy marked to 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 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 or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at pallavid@nsdl.com and evoting@nsdl.co.in

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 cs@swarajsuiting.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 cs@swarajsuiting.com. 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**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu.

The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance at least 7 days prior to the EGM/AGM mentioning their name demat account number/folio number, email id, mobile number at cs@swarajsuiting.com. The same will be replied by the company suitably.

OTHER INSTRUCTIONS:

1. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Saturday, 17th October, 2026, are entitled to vote on the Resolutions set forth in this Notice.

2. The remote e-voting period will commence on Wednesday, 21st October 2026 at 9:00 A.M. (IST) and ends on Friday, 23rd October 2026 at 5:00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, 17th October, 2026, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

3. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Saturday, 17th October, 2026

4. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.

5. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting.

6. Mr. Brij Kishore Sharma of M/s. B.K. Sharma and Associates, Practicing Company Secretaries, Jaipur has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

7. The Scrutinizer shall, immediately after the conclusion of e-voting at Extra Ordinary General Meeting, download the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting. Scrutinizer shall within two working days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.

8. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and also be immediately forwarded to NSE, Mumbai.

9. All the Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered office of the Company on all working days, during business hours up to the date of the Meeting and will also be available, electronically, for inspection by the members during the EGM.

10. The Ministry of Corporate Affairs (MCA), Government of India has introduced 'Green Initiative in Corporate Governance' by allowing paperless compliance by the Companies for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed thereunder.

11. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts.

12. Members who have not registered their email IDs are requested to register their email IDs with the Company's Share Registrars and Transfer Agents.

13. Members are requested to notify the change in their address to the company and always quote their folio number in all correspondence with the company.

14. The Notice of the Extra Ordinary General Meeting has been uploaded on the Company's website www.swarajsuiting.com and may be accessed by the members and also on the website of the National Stock Exchange of India Ltd. www.nseindia.com and BSE Limited - www.bseindia.com

15. The Electronic copy of this Notice is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes.

Corporate Office - F- 483 to F-487,
RIICO Growth Center, Hamirgarh,
Bhilwara, RJ 311001

+91 88750 16161
Tel- +91 97820 32618
+91 94134 85033

CIN- L18101RJ2003PLC018359
E-mail- Info@swarajsuiting.com
Website- www.swarajsuiting.com

SWARAJ SUITING LIMITED

WEAVING THE FUTURE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 1: ISSUE OF EQUITY SHARES TO NON-PROMOTERS IDENTIFIED PERSONS ON PREFERENTIAL BASIS

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis to Non-Promoter(s) Identified Persons ("Proposed Allottees") identified by the Board of Directors of the Company.

The Board of Directors in its meeting held on 28th September 2026 considered and evaluated the proposal for raising of funds by the Company by way of issuance of equity shares on preferential basis for utilization in, Working Capital and other General Corporate Purposes. The Board has approved the offer and issue up to 35,00,000 Equity Shares at a face value of Rs. 10/- (Rupees Ten) per share at a premium of Rs. 325/- (Rupees Three Hundred Twenty Five) at the issue price of Rs. 335/- (Rupees Three Hundred Thirty Five) per share, aggregating up to Rs. 1,17,25,00,000 (Rupees One Hundred Seventeen Crore Twenty-Five Lakhs) on Preferential basis to the Proposed Allottees, subject to inter alia the approval of the shareholders of the company and receipt of applicable regulatory and statutory approval sin relation thereto.

The proposed Preferential Issue is being undertaken in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), and all other applicable provisions of the Companies Act, 2013, the rules made thereunder and other applicable laws.

The details in relation to the Preferential Issue as required under the SEBI ICDR Regulations, 2018 and the Companies Act, 2013 read with the rules issued thereunder, are set forth below:

i) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on Monday, 28th September 2026 had, subject to the approval of the Members of the company and such other approvals as may be required, approved the issuance of Equity Shares up to 35,00,000 Equity Shares at a face value of Rs.

10/- (Rupees Ten) per share at a premium of Rs. 325/- (Rupees Three Hundred Twenty Five) at the issue price of Rs. 335/- (Rupees Three Hundred Thirty Five) per share, aggregating up to Rs. 1,17,25,00,000 (Rupees One Hundred Seventeen Crore Twenty-Five Lakhs), for cash consideration, on a preferential basis to Identified Persons.

ii) Objects of the Preferential Issue

The Company proposes to raise funds aggregating up to Rs. 1,17,25,00,000 (Rupees One Hundred Seventeen Crore Twenty-Five Lakhs), through the Preferential Issue of Equity Shares of the Company. The proceeds of the Preferential Issue shall be utilized for the following purposes: shall utilize the net proceeds from the preferential issue (i.e. total proceeds after adjustment of expenses, if any, related to the preferential issue) towards the following:

i. **Working Capital:** To meet the Company's incremental working capital requirements from increased scale of operations, support business growth, and for its day-to-day operations as determined by the Board from time to time.

ii. **General Corporate Purposes:** amount upto 25% (twenty five percent) of the Issue Proceeds will be utilized for general corporate purposes and expenses related to the issue which includes but is not limited to, inter alia, meeting ongoing general corporate exigencies and contingencies, administrative and operational costs and other purposes from to time, and/or any other general purposes as may be determined by the board from time to time.

The distribution and tentative timeline of utilization of funds to be raised is as follows:

Objects of the Issue	**Amount (Rs. in Crores)**	**% of Issue Size to be Utilized**	**Tentative Time Line of Utilization**
Working Capital	88.25	75.26%	31st March, 2028
Other General Corporate Purposes	29.00	24.74%	31st March, 2028
TOTAL	117.25	100.00%	

NOTES:
** The amount utilised for 'General Corporate Purposes' shall stand reduced to the extent it is utilised for the Object set out at Sr. No. 1 of the table.*

The amounts mentioned in items (i) and (ii), above shall be interchangeable at the discretion of the Board of Directors of the Company, depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. However, such change shall not exceed +/- 10% of the amount specified for that object of issue size in compliance with the BSE Circular No. 20221213-47 dated December 13, 2022.

The total amount of issue size allocated for different objects of the issue shall together be used only for the object of the issue as specified in the notice to shareholders and same cannot be added to General Corporate Purposes (GCP).

The commencement date for Utilization of Issue Proceeds shall be from the date of receipt of the funds.

Proposed Issue of Equity Shares for meeting out the aforesaid Requirement of Funds:

(Rs. in Crores)

Particulars	Promoters	Public	Total
Proposed Preferential Issue of Equity Shares at issue Price of @ Rs. 335/- (Rupees Three Hundred Thirty Five per Equity Shares	**-**	**117.25**	**117.25**

- The proceeds of the Preferential Issue shall be utilised only for the objects stated in this Explanatory Statement and in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI ICDR Regulations. The Company confirms that no part of the proceeds of the Preferential Issue shall be utilised for any purpose prohibited under applicable law.

- **Monitoring Agency:** The Company has appointed Crisil Ratings Limited as the Monitoring Agency to monitor the use of the proceeds of this preferential issue and to provide Quarterly Report for onward submission to Stock Exchanges.

- Interim Mode of Keeping the Issue Proceeds: Our Company, in accordance with the provisions of applicable laws and regulations, and policies formulated by our Board from time to time, will have the flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, fixed deposits in scheduled commercial banks, securities issued by the Government of India or any other investments as permitted unde applicable laws.

iii) Maximum Number of specified securities offered and the price at which security is being offered

Up to 35,00,000 Equity Shares at a face value of Rs. 10/- (Rupees Ten) per share at a premium of Rs. 325/- (Rupees Three Hundred Twenty Five) at the issue price of Rs. 335/- (Rupees Three Hundred Thirty Five) per share, aggregating up to Rs. 1,17,25,00,000 (Rupees One

Hundred Seventeen Crore Twenty-Five Lakhs) such price being not less than the price as on Relevant Date i.e., 24th September 2026 determined in accordance with the provisions of Chapter V Regulation 164 and 166A of the SEBI ICDR Regulations.

iv) Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is 24th September, 2026, being the date 30 days prior to the date of this Extra-ordinary General Meeting (EGM) at which the proposed preferential issue will be considered.

v) Basis on which the price has been arrived at and justification for the price (including premium, if any)

The Equity Shares of the Company are listed on main Platform of National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE'). The existing equity shares of the Company are frequently traded in terms of the SEBI ICDR Regulations. NSE, being the Stock Exchange where the shares are frequently traded with higher trading volumes has been considered for determining the price in terms of the ICDR Regulations.

In terms of the applicable provisions of Regulation 164 of the SEBI ICDR Regulations, the floor price for the Preferential Issue as on Relevant Date is Rs. 330.04 per Equity Share, which is higher of the following:

(a) Rs. 330.04 per share – being the 90 trading days volume weighted average price of the Company's equity shares quoted on the NSE platform, preceding the Relevant Date; or

(b) Rs. 289.64 per share – being the 10-trading volume weighted average price of the Company's equity shares quoted on the NSE platform, preceding the Relevant Date.

(c) As the equity shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable

With regards to the issue of shares and other securities, the Articles of Association of the Company provide as follows: "*20. The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.*"

Pursuant to the provisions of Section 62 (1) (c) of the Companies Act, the price of shares is to be determined by the valuation report of a registered valuer. A valuation report of the equity shares of the Company as on the Relevant Date obtained from CA Kapil Dev Dhir, Registered Valuer [IBBI/RV/06/2021/14028] having address at FF-101, 1st Floor, Plot No. 96, Transport Center, Punjabi Bagh, New Delhi-110035, determined the floor price as detailed below:

S. No.	Method	Equity Share Price (in Rs.)	Weight	Weighted Average Equity Share Price (in Rs.)
1.	Net Asset Value (NAV) Method	147.90	5%	7.39
2.	Market Price Method (As per Regulation 164 of SEBI ICDR Regulations, 2018)	330.04	75%	247.53
3.	Discounted Cash Flow Method	187.75	20%	37.55
	TOTAL			**292.48**

The highest of the floor price as determined under the provisions of SEBI ICDR Regulations, 2018 and under the Articles of Association is Rs. 330.04 per share. Hence, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than Rs. 330.04 per share. Weblink for valuation Report is https://www.swarajsuiting.com/uploads/notices/valuation-report-reg-166a-1-sebi-icdr-regu-2018-24-09-2026.pdf.

The Board of Directors have determined the Issue Price of the Equity Shares offered under this preferential issue at **Rs. 335/- (Rupees Three Hundred Thirty Five) per share, including a premium of Rs. 325/- per share.**

vi) Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects.

None of the Promoters, Directors or Key Managerial Personnel of the Company, intend to subscribe any Equity Shares in the proposed issue.

vii) Time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

viii) Principal terms of assets charged as securities - Not Applicable.

ix) Valuation and Justification for the allotment proposed to be made for consideration other than cash - Not Applicable.

x) Material terms of raising such securities

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

xi) Shareholding pattern of the Company before and after the Preferential Issue

S. No.	Category	Pre Preferential Issue		Pre Preferential Issue (Diluted)		Post Preferential Issue	
		No. of shares	% of Share-holding			No. of shares	% of Share-holding
A	**Promoter Holding**						
1	Indian:						
	Individual	49,01,840	18.55	49,01,840	15.50	49,01,840	13.96
	Bodies Corporate	1,16,67,796	44.17	1,56,67,796	49.56	1,56,67,796	44.62
	Sub Total	**1,65,69,636**	**62.72**	**2,05,69,636**	**65.06**	**2,05,69,636**	**58.58**
2	Foreign Promoters	0	0				
	Sub Total(A)	**1,65,69,636**	**62.72**	**2,05,69,636**	**65.06**	**2,05,69,636**	**58.58**
B	**Non-Promoter Holding**						
1	Institutional Investor	8,29,142	3.14	8,29,142	2.62	32,04,142	9.12

2	Non Institution:						
	Individual	76,37,984	28.91	88,34,884	27.95	88,34,884	25.16
	Bodies Corporate	6,16,840	2.34	6,16,840	1.95	6,16,840	1.76
	Others	7,64,658	2.89	7,64,658	2.42	18,89,658	5.38
	Sub Total(B)	**98,48,624**	**37.28**	**1,10,45,524**	**34.94**	**1,45,45,524**	**41.42**
	Grand Total	**2,64,18,260**	**100.00**	**3,16,15,160**	**100.00**	**3,51,15,160**	**100.00**

xii) The percentage of post Preferential Issue capital that may be held by allottees(s) and change in control, if any, in the Company consequent to the Preferential Issue

The Equity Shares are proposed to be allotted to the Proposed Allottees / Identified Persons. Details of shareholding of proposed allottees, prior to and after the proposed Preferential Issue, are as under:

S. No.	Name of the Proposed Allottees	Pre-Preferential Issue		Post-Allotment of Equity Shares pursuant to the Preferential Issue	
		No. of Equity Shares held	Percent-age held	No. of Equity Shares held	Percent-age held
1.	Clarus Capital I	606673	2.30	2856673	9.55
2.	Kritagyata Trust	0		1125000	3.76
3.	Emerge Capital Opportunities Scheme	0		125000	0.42
	TOTAL	606673		**4106673**	**13.73**

There shall be no change in management or control of the Company pursuant to the aforesaid proposed Preferential Issue. However, the percentage of shareholding and voting rights exercised by Identified Persons, will change in accordance with the change in the shareholding pattern as set above.

xiii) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees

Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed Allottees:

Sr. No. as per point (xii)	**Name of Proposed Allottees**	**Natural Persons who are ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control**
1.	Clarus Capital I	Alternative Investment Fund – Not Applicable
2.	Kritagyata Trust	1. Ram Ballabh Mishra 2. Ramamurthy Vaidyanathan
3.	Emerge Capital Opportunities Scheme	Alternative Investment Fund – Not Applicable

xiv) Lock-in Period

The Equity Shares shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations. The Equity Shares to be allotted on a preferential basis to the promoters or promoter group shall be locked in for a period of eighteen months from the date of trading approval granted by the stock exchange. The Equity shares to be allotted on a preferential basis to persons other than the promoters and promoter group shall be locked-in for a period of six months from the date of trading approval.

The entire pre-Preferential Issue shareholding of the proposed allottees shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the SEBI ICDR Regulations.

The Company shall ensure compliance with all applicable lock-in requirements prescribed under the SEBI ICDR Regulations, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force.

xv) Undertakings

a) None of the Company, its Directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations.

b) None of its Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations.

c) the Company is in compliance with the conditions for continuous listing of the Equity Shares as specified in the listing agreement with the Stock Exchanges and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ("Listing Regulations"), as amended and circulars and notifications issued by Securities and Exchange Board of India thereunder;

d) the Company is eligible to make the Preferential Issue to the Promoter Group Allottee under Chapter V of the ICDR;

e) as the Equity Shares have been listed for a period of more than 90 (ninety) days as on the Relevant Date (as defined below), the provisions of Regulation 164(3) of ICDR governing re-computation of the price of shares shall not be applicable;

f) The issuer shall re-compute the issue price in terms of the provisions of SEBI ICDR Regulations where it is required to do so.

g) If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till time such amount is paid by the allottees.

xvi) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

The status of the allottee(s) that was the shareholder of the Company before the preferential issue shall remain unchanged post the preferential issue. 'Clarus Capital I' shall remain as Non-Promoter (Public).

And the proposed status of the remaining allottees shall be the Non-Promoter (Public) Shareholders post the preferential issue.

xvii) Practicing Company Secretary's Certificate

The certificate from Brij Kishore Sharma, Practicing Company Secretaries, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting. The copy of the certificate shall be placed in the meeting and Company's website link for the Certificate is https://www.swarajsuiting.com/uploads/notices/pcs-certificate-reg-163-2-equity-01-10-2026.pdf.

xviii) Other disclosures

a) During the period from 1st April 2026 until the date of Notice of this EGM, the Company has not made any preferential issue of Equity Shares.

b) The identified persons have confirmed that they have not sold or transferred any Equity Shares during the 90 trading days preceding the Relevant Date.

c) Since the Equity Shares of the Company are listed & frequently traded on the stock exchange and the Preferential Issue is more than 5% of the post issue fully diluted share capital, report of the registered valuer is required under the provisions of Regulation 166A of the SEBI ICDR Regulations for the proposed Preferential Issue. The Company has taken valuation report from Independent Registered Valuer, Mr. Kapil Dev Dhir in terms of proviso to Regulation 164 (1) and 166A of SEBI ICDR Regulatroins.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules there to and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to the proposed allottees is being sought by way of a Special Resolution as set out in the said item of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the said resolution.

ITEM NO. 2: ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES TO NON-PROMOTER IDENTIFIED PERSONS ON PREFERENTIAL BASIS

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis to Non-promoter Identified Persons ("Proposed Allottees") identified by the Board of Directors ("Proposed Allottees") of the Company.

The Board of Directors in its meeting held on 28th September 2026 considered and evaluated the proposal for raising of funds by the Company by way of issuance of warrants which shall be convertible into equity shares for utilization in Capital Expenditure, Working Capital and other General Corporate Purposes. The Board has approved the offer and issue up to 17,00,000

Warrants convertible into equal number of Equity Shares at a face value of Rs. 10/- (Rupees Ten) at a premium of Rs. 325/- (Rupees Three Hundred Twenty Five) per share at the issue price of Rs. 335/- (Rupees Three Hundred Thirty Five) per warrant, aggregating up to Rs. 56,95,00,000/- (Rupees Fifty Six Crore Ninety Five Lakh only) on Preferential basis to the Proposed Allottees, subject to inter alia the approval of the shareholders of the company and receipt of applicable regulatory and statutory approval sin relation thereto.

The proposed Preferential Issue is being undertaken in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), and all other applicable provisions of the Companies Act, 2013, the rules made thereunder and other applicable laws.

The details in relation to the Preferential Issue as required under the SEBI ICDR Regulations, 2018 and the Companies Act, 2013 read with the rules issued thereunder, are set forth below:

i) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on Monday, 28th September 2026 had, subject to the approval of the Members of the company and such other approvals as may be required, approved the issuance of Warrants up to 17,00,000 Warrants convertible into equal number of Equity Shares at a face value of Rs. 10/- (Rupees Ten) per share at a premium of Rs. 325/- (Rupees Three Hundred Twenty Five) the issue price of Rs. 335/- (Rupees Three Hundred Thirty Five) per warrant, aggregating up to Rs. 56,95,00,000/- (Rupees Fifty Six Crore Ninety Five Lakh only) for cash consideration, on a preferential basis to Non-Promoter Identified Persons (Public).

ii) Objects of the Preferential Issue

The Company proposes to raise funds aggregating up to Rs. 56,95,00,000/- (Rupees Fifty Six Crore Ninety Five Lakh only), through the Preferential Issue (i.e. total proceeds after adjustment of expenses, of Warrants convertible into Equity Shares of the Company. The proceeds of the Preferential Issue shall be utilized for the following purposes:

i. **Capital Expenditure:** To finance setting up of additional manufacturing lines, modernization of existing facilities, purchase of plant, equipment & machinery, and other capacity expansion initiatives as determined by the Board from time to time.

ii. **Working Capital:** To meet the Company's incremental working capital requirements from increased scale of operations, support business growth, and for its day-to-day operations as determined by the Board from time to time.

iii. **General Corporate Purposes:** amount upto 25% (twenty five percent) of the Issue Proceeds will be utilized for general corporate purposes and expenses related to the issue which includes but is not limited to, inter alia, meeting ongoing general corporate exigencies and contingencies, administrative and operational costs and other purposes from to time, and/or any other general purposes as may be determined by the board from time to time.

The distribution and tentative timeline of utilization of funds to be raised is as follows:

Objects of the Issue	**Amount (Rs. in Crores)**	**% of Issue Size to be Utilized**	**Tentative Time Line of Utilization**
Capital Expenditure	30.00	52.68	Upto 31st March, 2029
Working Capital	14.95	26.25	Upto 31st March, 2029
Other General Corporate Purposes	12.00	21.07	Upto 31st March, 2029
TOTAL	56.95	100.00	

NOTES:
** Considering 100% conversion of Warrants into equity shares within the stipulated time*
*** The amount utilised for 'General Corporate Purposes' shall stand reduced to the extent it is utilised for the Object set out at Sr. No. 1 & 2 of the table.*

The amounts mentioned in items (i), (ii), and (iii) above shall be interchangeable at the discretion of the Board of Directors of the Company, depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. However, such change shall not exceed +/- 10% of the amount specified for that object of issue size in compliance with the BSE Circular No. 20221213-47 dated December 13, 2022.

The total amount of issue size allocated for different objects of the issue shall together be used only for the object of the issue as specified in the notice to shareholders and same cannot be added to General Corporate Purposes (GCP).

The commencement date for Utilization of Issue Proceeds shall be from the date of receipt of the funds.

Issue proceeds shall be received by the Company in 18 months period from the date of allotment of Warrants in terms of Chapter V of the SEBI ICDR Regulations and as estimated by our management the entire proceeds received from the issue would be utilized subject to compliance with applicable laws for the above mentioned objects, in phases, as per the Company's business requirements and availability of issue proceeds, latest by March 31, 2029.

If the proceeds are not utilised (in full or in part) for the Objects stated above during the period, the remaining proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board in accordance with applicable laws.

Proposed Issue of Warrants for meeting out the aforesaid Requirement of Funds:

(Rs. in Crores)

Particulars	Promoters	Public	Total
Proposed Preferential Issue of 17,00,000 Warrants (to be convertible into Equity Shares) at issue Price of @ Rs. 335/- per warrant	**-**	**56.95**	**56.95**

- The proceeds of the Preferential Issue shall be utilised only for the objects stated in this Explanatory Statement and in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI ICDR Regulations. The Company confirms that no part of the proceeds of the Preferential Issue shall be utilised for any purpose prohibited under applicable law.

Monitoring Agency: The Company has appointed Crisil Ratings Limited as the Monitoring Agency to monitor the use of the proceeds of this preferential issue and to provide Quarterly Report for onward submission to Stock Exchanges.

Interim Mode of Keeping the Issue Proceeds: Our Company, in accordance with the provisions of applicable laws and regulations, and policies formulated by our Board from time to time, will have the flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, fixed deposits in scheduled commercial banks, securities issued by the Government of India or any other investments as permitted unde applicable laws.

iii) Maximum Number of specified securities offered and the price at which security is being offered

Up to 17,00,000 Warrants convertible into equal number of Equity Shares at a face value of Rs. 10/- (Rupees Ten) per share at a premium of Rs. 325/- (Rupees Three Hundred Twenty Five) the issue price of Rs. 335/- (Rupees Three Hundred Thirty Five) per warrant, aggregating up to Rs. 56,95,00,000/- (Rupees Fifty Six Crore Ninety Five Lakh only), such price being not less than the price of the Equity Share of the Company as on Relevant Date i.e., 24th September, 2026 determined in accordance with the provisions of Chapter V Regulation 164 of the SEBI ICDR Regulations.

iv) Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is, being the date 30 days prior to the

date of this Extra-ordinary General Meeting (EGM) at which the proposed preferential issue will be considered.

v) Basis on which the price has been arrived at and justification for the price (including premium, if any)

The Equity Shares of the Company are listed on Main Board Platform of National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") (together referred to as the "Stock Exchanges"). The existing equity shares of the Company are frequently traded in terms of the SEBI ICDR Regulations. NSE, being the Stock Exchange where the shares are frequently traded with higher trading volumes has been considered for determining the price in terms of the ICDR Regulations.

In terms of the applicable provisions of Regulation 164 of the SEBI ICDR Regulations, the floor price for the Preferential Issue as on Relevant Date is Rs. 330.04 per Equity Share, which is higher of the following:

(d) Rs. 330.04 per share – being the 90 trading days volume weighted average price of the Company's equity shares quoted on the NSE platform, preceding the Relevant Date; or

(e) Rs. 289.64 per share – being the 10 trading volume weighted average price of the Company's equity shares quoted on the NSE platform, preceding the Relevant Date.

With regards to the issue of shares and other securities, the Articles of Association of the Company provide as follows: "*20. The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.*"

Pursuant to the provisions of Section 62 (1) (c) of the Companies Act, the price of shares is to be determined by the valuation report of a registered valuer. A valuation report of the equity shares of the Company as on the Relevant Date obtained from CA Kapil Dev Dhir, Registered Valuer [IBBI/RV/06/2021/14028] having address at FF-101, 1st Floor, Plot No. 96, Transport Center, Punjabi Bagh, New Delhi-110035, determined the floor price as detailed below:

S. No.	Method	Equity Share Price (in Rs.)	Weight	Weighted Average Equity Share Price (in Rs.)
1.	Net Asset Value (NAV) Method	147.90	5%	7.39

2.	Market Price Method (As per Regulation 164 of SEBI ICDR Regulations, 2018)	330.04	75%	247.53
3.	Discounted Cash Flow Method	187.75	20%	37.55
	TOTAL			**292.48**

The highest of the floor price as determined under the provisions of SEBI ICDR Regulations, 2018 and under the Articles of Association is Rs. 330.04 per share. Hence, the price of the warrants to be allotted pursuant to the preferential issue shall be not less than Rs. 330.04 per warrant. Weblink for valuation Report is https://www.swarajsuiting.com/uploads/notices/valuation-report-reg-166a-1-sebi-icdr-regu-2018-24-09-2026.pdf.

The Board of Directors have determined the Issue Price of the warrants offered under this preferential issue at **Rs. 335/- (Rupees Three Hundred Thirty Five) per Warrant.**

As the equity shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable

vi) Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects:

No Promoters, directors or key managerial personnel of the Company intend to subscribe to the Preferential Issue.

vii) Time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Warrants is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

viii) Principal terms of assets charged as securities - Not Applicable.

ix) Valuation and Justification for the allotment proposed to be made for consideration other than cash - Not Applicable.

x) Material terms of raising such securities

a) the Proposed Allottees shall pay an amount equivalent to at least 25% (twenty-five per cent) of the Warrant Issue Price per Warrant in terms of the ICDR on or before the allotment of Warrants. Upon exercising of the option of conversion of the Warrants into Equity Shares by the Proposed Allottees, the balance , amount of the Warrant Issue Price shall be payable, as cash consideration. If the option to acquire equity shares pursuant to conversion of Warrants is not exercised within the prescribed time period of the 18 (eighteen) months from the date of allotment of Warrants, then such Warrants shall lapse and the amount paid with respect to the Warrants shall be forfeited by the Company;

b) the Warrants Allottee shall, subject to the ICDR and other applicable rules and regulations, be entitled to apply for and be allotted 1 (One) equity share against each Warrant;

c) the equity shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;

d) the equity shares allotted on conversion of the Warrants shall be fully paid-up and shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;

e) the Warrants may be exercised by the Warrants Allottees, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of equity shares and perform such actions as required to credit the equity shares to the dematerialized securities account of the Warrants Allottees and entering the name of the allottee in the records of the Company as the registered owner of the equity shares;

f) the Warrants shall be exercised by the Warrants Allotees in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations, the Securities Contracts (Regulation) Rules, 1957 and any other regulations and guidelines issued by SEBI or Applicable Regulatory Authorities as the case may be or any modifications thereof;

g) the Warrants Allottees shall make payment of the Warrant Issue Price from its own bank account into the designated bank account of the Company and in the case of joint holders,

shall be received from the bank account of the person whose name appears first in the application;

h) the Warrants and the equity shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under the ICDR. Further, the pre-preferential allotment shareholding of the Warrants Allottees, if any, shall also be subject to the lock-in restrictions in terms of the ICDR;

i) the Warrants by itself, until exercised and converted into equity shares, shall not give to the Warrants Allottees any rights with respect to that of an equity shareholder of the Company;

j) the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be; and

k) the price determined above and the number of equity shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as required under the rules, regulations, and laws, as applicable from time to time.

xi) Shareholding pattern of the Company before and after the Preferential Issue/Exercise of Warrants (fully diluted in consideration of existing warrants convertible into equity shares):

S.No.	Category	Pre Preferential Issue		Post Preferential Issue	
		No. of shares	% of Share-holding	No. of shares	% of Share-holding
A	**Promoter Holding**				
1	Indian:				
	Individual	49,01,840	13.96	49,01,840	13.31
	Bodies Corporate	1,56,67,796	44.62	1,56,67,796	42.56
	Sub Total	**2,05,69,636**	**58.58**	**2,05,69,636**	**55.87**
2	Foreign Promoters				
	Sub Total(A)	**2,05,69,636**	**58.58**	**2,05,69,636**	**55.87**
B	**Non-Promoter Holding**				
1	Institutional	32,04,142	9.12	35,24,142	9.57

	Investor				
2	Non Institution:				
	Individual	88,34,884	25.16	1,00,44,884	27.28
	Bodies Corporate	6,16,840	1.76	7,86,840	2.14
	Others	18,89,658	5.38	18,89,658	5.14
	Sub Total(B)	**1,45,45,524**	**41.42**	**1,62,45,524**	**44.13**
	Grand Total	**3,51,15,160**	**100.00**	**3,68,15,160**	**100.00**

xii) The percentage of post Preferential Issue capital that may be held by allottees(s) and change in control, if any, in the Company consequent to the Preferential Issue

The Equity Shares shall be allotted pursuant to conversion of Warrants issued to the Proposed Allottees (Non-promoter Identified Persons). Details of shareholding of proposed allottees, prior to and after the proposed Preferential Issue, are as under:

S. No.	Name of the Proposed Allottees	Pre-Preferential Issue		Post-Allotment of Equity Shares pursuant conversion of Warrants*Preferential Issue	
		No. of Equity Shares held	Percent-age held	No. of Equity Shares held	Percent-age held
1.	CLARUS CAPITAL I	606673	1.73	856673	2.33
2.	ANNSO CAPITAL PRIVATE LIMITED	-	-	100000	0.27
3.	RNR WEALTH MANAGEMENT PRIVATE LIMITED	-	-	70000	0.19
4.	MS CAPITAL INDIA FUND 1	156500	0.44		0.49
5.	FIRST AMONG EQUALS	-	-	45000	0.12
6.	ANSHVARDHAN MODI	-	-	400000	1.09
7.	RAGHAV AGARWAL	-	-	200000	0.54

8.	VINEET KAUL	-	-	100000	0.27
9.	HINA KHAN	-	-	72000	0.20
10.	BHAGCHAND PUNAMCHAND BAFNA	-	-	50000	0.14
11.	LALITA JAIN	-	-	30000	0.08
12.	RITIK NARPATKUMAR CHOPRA	-	-	30000	0.08
13.	AJAY VIJAY DHANUKA	-	-	30000	0.08
14.	SANGITA JAIN	-	-	30000	0.08
15.	VIJAY RAMVALLABH KHETAN	-	-	30000	0.08
16.	JANAK DINKARRAI DESAI	-	-	30000	0.08
17.	VIDHI PAREKH	-	-	25000	0.07
18.	SAURABH JAIN	-	-	10000	0.03
19.	MEGHANA DIVYAGNAN SARVAIYA	-	-	15000	0.04
20.	VIPIN ARORA	-	-	15000	0.04
21.	NITIN PARASMAL KOTHARI	-	-	15000	0.04
22.	CHANCHAL BIYANI	-	-	15000	0.04
23.	AMITA ASHOK SHIVHARE	21500	0.06	31500	0.09
24.	ANKITA JAIN	-	-	3000	0.01
25.	RAJ RANI VERMA	-	-	3000	0.01
26.	DINESHKUMAR KANAIYALAL KHATRI	157	0.00	4157	0.01
27.	SUJAY KUMAR SINHA	-	-	1000	0.00
28.	RACHNA JEENGAR	-	-	1000	0.00
29.	SHAHRUKH KHAN DESHWALI	-	-	7500	0.02
30.	YOGENDRA SINGH	-	-	3000	0.01
31.	HEERA LAL SUTHAR	-	-	3000	0.01
32.	GEETA DEVI	-	-	3000	0.01

Corporate Office - F- 483 to F-487,
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Website- www.swarajsuiting.com

33.	POOJA KUNWAR	-	-	2000	0.01
34.	MAITRY PANKAJBHAI SHAH	-	-	2000	0.01
35.	BALWANT SINGH	-	-	2000	0.01
36.	VIJAY KUMAR RANKA	-	-	2000	0.01
37.	EKRAR MOHMMAD	-	-	2000	0.01
38.	RAHUL	-	-	2000	0.01
39.	KRISHNVEER SINGH RATHORE	-	-	2000	0.01
40.	UMESH KUMAR RAMJEE PANDIT	-	-	2000	0.01
41.	NISHANT SAHU	-	-	2000	0.01
42.	ARJUN SINGH	-	-	2000	0.01
43.	VIKKY KUMAR GUPTA	-	-	2000	0.01
44.	AWDHESH YADAV	-	-	2000	0.01
45.	RAJESH KUMAR PATEL	-	-	2000	0.01
46.	JITENDRA KUMAR	-	-	2000	0.01
47.	VINOD JAT	-	-	2000	0.01
48.	UPENDRA KUMAR	-	-	2000	0.01
49.	RAJESH KUMAR	-	-	2000	0.01
50.	VIMLESH KUMAR	-	-	2000	0.01
51.	NARENDRA RAWAL	-	-	2000	0.01
52.	SHARIF KHAN MEWATI	-	-	2000	0.01
53.	RISHIKESH KUMAR	-	-	2000	0.01
54.	MEERA DEVI	-	-	2000	0.01
55.	MOHAMMED IMRAN AASAM	-	-	2000	0.01
56.	SANJAY KUMAR	-	-	2000	0.01
57.	NOOR ALAM ANSARI	-	-	2000	0.01
58.	ANKIT SINGH	-	-	2000	0.01

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59.	GIRISH DEKATE	-	-	2000	0.01
60.	NIGAR HAIDER	-	-	1500	0.00
61.	AREEB HAIDER	-	-	1500	0.00
62.	MOHHAMMAD SOHAIL	-	-	1500	0.00
63.	SONALI SHARMA	-	-	1000	0.00
64.	KHUSHBOO SHARMA	-	-	1000	0.00
65.	ANKIT SANCHETI	-	-	1000	0.00
66.	ARVINDKUMAR RAMAVTAR SINGH	-	-	1000	0.00
67.	LAKSHAMAN SHARMA	-	-	1000	0.00
68.	JITENDRA K VISHWAKARMA	-	-	1000	0.00
69.	SUNIL KUMAR NAI	-	-	1000	0.00
70.	GOPAL SAHOO	-	-	1000	0.00
71.	HARINDER KUMAR VERMA	-	-	1000	0.00
72.	SUNIL KUMAR	-	-	1000	0.00
73.	ABDULLAH KHAN	-	-	1000	0.00
74.	MOHSIN KHAN KAYAMKHANI	-	-	1000	0.00
75.	SHABINA BANU	-	-	1000	0.00
76.	MUMTAJ BANU AJMERI	-	-	500	0.00
77.	RAJKUMAR	-	-	500	0.00
78.	RAMESH KUMAR	-	-	500	0.00
79.	RISHABH PANGARIA	-	-	500	0.00
80.	MOHAMMAD AZAR LOHAR	-	-	500	0.00
81.	RINKU JAGID	-	-	500	0.00
	TOTAL			2484830	6.75

There shall be no change in management or control of the Company pursuant to the aforesaid Preferential Issue. However, the percentage of shareholding and voting rights exercised by

Promoter Group and Identified Persons, will change in accordance with the change in the shareholding pattern as set above.

xiii) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees

Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares to pursuant to conversion of Warrants offered to the Proposed Allottees and/or who ultimately control the proposed Allottees:

Sr. No. as per point (xii)	Name of Proposed Allottees	Natural Persons who are ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control
1.	CLARUS CAPITAL I	ALTERNATE INVESTMENT FUND - Category III – Not Applicable
2.	ANNSO CAPITAL PRIVATE LIMITED	ANAND MOHTA
3.	RNR WEALTH MANAGEMENT PRIVATE LIMITED	UTSAV PRAMODKUMAR
4.	MS CAPITAL INDIA FUND 1	ALTERNATE INVESTMENT FUND - Category III – Not Applicable
5.	FIRST AMONG EQUALS	ALTERNATE INVESTMENT FUND - Category III – Not Applicable

xiv) Lock-in Period

The Warrants proposed to be allotted and the Equity Shares arising on exercise of such Warrants shall be subject to lock-in for such period as may be prescribed under Regulation 167 and other applicable provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

The Equity shares allotted pursuant to conversion of Warrants issued on a preferential basis to the persons other than promoter shall remain locked in for such period as specified under the SEBI ICDR Regulations i.e. six months from the date of trading approval.

The entire pre-Preferential Issue shareholding of the proposed allottees shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of warrants as specified under proviso to Regulation 167(6) of the SEBI ICDR Regulations.

The Warrants shall not be listed on Stock Exchange, therefore the warrants shall also be locked-in for a period of one year from the date of allotment.

The Company shall ensure compliance with all applicable lock-in requirements prescribed under the SEBI ICDR Regulations, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force.

xv) Undertakings

a) None of the Company, its Directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations.

b) None of its Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations.

c) the Company is in compliance with the conditions for continuous listing of the Equity Shares as specified in the listing agreement with the Stock Exchanges and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended and circulars and notifications issued by Securities and Exchange Board of India thereunder;

d) the Company is eligible to make the Preferential Issue to the proposed Allottees under Chapter V of the ICDR;

e) as the Equity Shares have been listed for a period of more than 90 (ninety) days as on the Relevant Date (as defined below), the provisions of Regulation 164(3) of ICDR governing re-computation of the price of shares shall not be applicable;

f) The company shall re-compute the issue price in terms of the provisions of SEBI ICDR Regulations where it is required to do so.

g) If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till time such amount is paid by the allottees.

xvi) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

The status of the allottee(s) that were the shareholders of the Company before the preferential issue shall remain unchanged post the preferential issue. Clarus Capital I, MS Capital India Fund 1, Amita Ashok Shivhare and Dineshkumar Kanaiyalal Khatri shall remained as non-promoter (Public)

And the proposed status of the remaining allottees shall be the Non-Promoter (Public) Shareholders post the preferential issue.

xvii) Practicing Company Secretary's Certificate

The certificate from Brij Kishore Sharma, Practicing Company Secretaries, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting. The copy of the certificate shall be placed in the meeting and Company's website link for the Certificate is https://www.swarajsuiting.com/uploads/notices/pcs-certificate-reg-163-2-warrants-01-10-2026.pdf. .

xviii) Other disclosures

a) During the period from 1st April 2026 until the date of Notice of this EGM, the Company has not made any preferential issue of Equity Shares.

b) The identified persons have confirmed that they have not sold or transferred any Equity Shares during the 90 trading days preceding the Relevant Date.

c) Since the Equity Shares of the Company are listed & frequently traded on the stock exchange and the Preferential Issue non- promoter entities is more than 5% of the post issue fully diluted share capital, report of the registered valuer is required under the provisions of Regulation 166A of the SEBI ICDR Regulations for the proposed Preferential Issue. The Company has taken valuation report from Independent Registered Valuer, Mr. Kapil Dev Dhir in terms of proviso to Regulation 164 (1) and 166A of the SEBI ICDR Regulations.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules there to and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Warrants to the proposed allottees is being sought by way of a Special Resolution as set out in the said item of the Notice. The Equity Shares to be allotted pursuant to exercise of options attached to Warrants issued on a preferential basis would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution set out at Item No. 2 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the said resolution.

SWARAJ SUITING LIMITED
WEAVING THE FUTURE

Registered Office:
F-483 to F-487, RIICO,
Growth Center, Hamirgarh,
Bhilwara-311025, Rajasthan
CIN:L18101RJ2003PLC018359
Website: www.swarajsuiting.com
Email: cs@swarajsuiting.com
Con. No. 9660630663

By order of the Board of Directors
For SWARAJ SUITING LIMITED

Sd/-
Rahul Kumar Verma
Company Secretary &
Compliance Officer

Place: Bhilwara
Date:01st October, 2026