

# SIDDHESWARI GARMENTS LIMITED

**Reg. Office:** 9, India Exchange Place, 3<sup>rd</sup> Floor, Kolkata- 700001

**CIN:** L17111WB1994PLC065519, **Phone No.:** 033 2210 7112,

**Email:** [siddheswari@hotmail.com](mailto:siddheswari@hotmail.com), **Website:** [www.siddheswarigarments.co.in](http://www.siddheswarigarments.co.in)

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## POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013, (the 'Act') read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, and amendments thereto Secretarial Standard-2 on General Meetings (the 'SS-2'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulation") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines issued by the Ministry of Corporate Affairs (the 'MCA'), vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 09/2023 issued on 25 September 2023, No. 09/2024 dated 19th September, 2024 and latest being No. 03/2025 dated September 22, 2025 read along with other connected circulars issued from time to time in this regard (the 'MCA Circulars') and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), the item of special business set out in this Notice is proposed for consideration by the Members of Siddheswari Garments Limited (the 'Company') and for approval by means of Postal Ballot by voting through electronics means ("remote e-voting") only.

In accordance with the said MCA Circulars and applicable provisions of the Act and SEBI (LODR) Regulations, this Postal Ballot Notice along with the Explanatory Statement is being sent in electronic mode to those members whose e-mail address is registered with the Company or the Depository Participant(s) or Registrar and Share Transfer Agent, S. K. Infosolutions Private Limited ("Registrar and Transfer Agent"). The Company has provided e- voting facility to its Members to cast their vote electronically. The instructions for e-voting are appended to this Postal Ballot Notice.

You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e- Voting process not later than 5:00 PM IST on Monday, 2<sup>nd</sup> March, 2026, failing which it will be strictly considered that no reply has been received from the Member.

The Company has in compliance with Rule 22(5) of the Rules, has appointed Mr. Rajarshi Ghosh, Practicing Company Secretaries (Membership No. F12595, COP. No. 8921) as "Scrutinizer" to scrutinize the Postal Ballot process in a fair and transparent manner. The Company has received consent from Mr. Rajarshi Ghosh, Practicing Company Secretaries to act as the Scrutinizer for this Postal Ballot process. After completion of scrutiny of the votes, the Scrutinizer will submit their report to the Chairman of the Company, or a person authorized by the Chairman, within 2 (two) working days. The Scrutinizer's decision on the validity of the votes shall be final.

The result of the Postal Ballot will be announced on or before Tuesday, 3<sup>rd</sup> March, 2026 and will be displayed at the Company's website <https://www.siddheswarigarments.co.in/> besides communicating to the stock exchanges and depositories. The Company will also display the results of the Postal Ballot at its Registered Office.

The last date for receipt of votes through e-Voting, i.e., Monday, 2<sup>nd</sup> March, 2026 shall be deemed to be the date of passing of the resolutions, if passed by requisite majority in accordance with SS-2 on General Meetings.

The Board of Directors of the Company proposes to obtain the consent of the Members by way of Postal Ballot for the matters as considered in the Resolution appended below.

The Resolution proposed to be passed through Postal Ballot through e-Voting together with the Explanatory Statement setting out the material facts are as follows:

Item No. 1:

**APPOINTMENT OF M/S N DOKANIA & ASSOCIATES (FRN: 014403C), CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY CAUSED DUE TO THE DEMISE OF MR. RAMESH KUMAR BAJAJ, PROPRIETOR OF M/S R K BAJAJ & CO. (FRN: 0314140E), STATUTORY AUDITORS OF THE COMPANY.**

To consider and pass the following Resolution as a Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 139(8), 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded for the appointment of M/s N Dokania & Associates, Chartered Accountants (Firm Registration No. 014403C), as the Statutory Auditors of the Company to fill the casual vacancy caused due to the demise of Mr. Ramesh Kumar Bajaj, Proprietor of M/S R K BAJAJ & CO. (FRN: 0314140E), Statutory Auditors of the Company to hold office from the date of passing of this resolution until the conclusion of the next Annual General Meeting of the Company to be held in the year 2026 and to conduct the statutory audit of the financial statements of the Company for the Financial Year 2025-2026, on such remuneration (including applicable taxes and reimbursement of out-of-pocket expenses) as may be recommended by the Audit Committee and approved by the Board of Directors of the Company, the particulars whereof are set out in the Explanatory Statement to this Notice.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including but not limited to filing the necessary forms, returns and documents with the Registrar of Companies, stock exchanges and other statutory/regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard.”

Dated: 29<sup>th</sup> January, 2026

Registered Office: 9, India Exchange Place, 3<sup>rd</sup>  
Floor, Kolkata- 700001  
CIN- L17111WB1994PLC065519  
Phone - 033 2210 7112  
Email Siddheswari@hotmail.com

By Order of the Board  
**Siddheswari Garments Limited**  
Sd/-  
**Rashmi Bothra**  
Company Secretary & Compliance officer

## NOTES:

(1) The explanatory statement pursuant to Section 102(2) of the Companies Act, 2013 in respect of the special business is annexed hereto.

(2) In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Rules framed thereunder and the relevant circulars issued by the MCA from time to time, the manner of voting on the proposed resolutions are restricted only to remote e-voting i.e. by casting votes electronically instead of submitting Postal Ballot Form physically. Accordingly, the Notice is being sent in electronic form only to the Members and the physical copy of the Notice along with Postal Ballot Form and prepaid business reply envelope are not being sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote voting system only.

(3) The Board of Directors of the Company at its meeting held on 29<sup>th</sup> January, 2026 has appointed Mr Rajarshi Ghosh, Practicing Company Secretaries (Membership No. F12595, COP. No. 8921) as the Scrutinizer to scrutinize the Postal Ballot process through Remote e-Voting in a fair and transparent manner and has communicated their willingness to be appointed as Scrutinizer and will be available for the said purpose.

(4) The Scrutinizer shall after the conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the report to the Chairman of the Company or to any other person so authorised by him. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final and binding. The results so declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.siddheswarigarments.co.in](http://www.siddheswarigarments.co.in) and shall also be communicated/forwarded to BSE Limited and The Calcutta Stock Exchange Limited, where the equity shares of the Company are listed.

(5) All the material documents referred to in the explanatory statement will be available at website of the Company at [www.siddheswarigarments.co.in](http://www.siddheswarigarments.co.in) and for inspection electronically until the last date for receipt of votes through the e-Voting process. Members seeking to inspect such documents can send an email [siddheswari@hotmail.com](mailto:siddheswari@hotmail.com).

(6) In compliance with the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or the RTA or with the depository(ies)/depository participants and whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 23<sup>rd</sup> January, 2026 ("Cut-off Date").

The Notice is also uploaded on the website of the Company at [www.siddheswarigarments.co.in](http://www.siddheswarigarments.co.in) and on the website of BSE Limited (<https://www.bseindia.com/>). In this Notice, the term member(s) or shareholder(s) are used interchangeably.

For Members whose email addresses are not registered with the Company or with their Registrar and Share Transfer Agent (RTA) or with their respective Depository Participant(s) (DPs) and who wish to receive the Postal Ballot Notice and all other communications from time to time, can get their email addresses registered by the steps given under "General Guidelines for Shareholders".

(7) As per the MCA and SEBI Circulars, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot.

(8) Any member who did not receive the Postal Ballot Notice may either send an email to the Company at [siddheswari@hotmail.com](mailto:siddheswari@hotmail.com) or write to RTA's email address at [skcdilip@gmail.com](mailto:skcdilip@gmail.com).

(9) The instructions for Remote e-Voting are as under:

(i) In compliance with the provisions of Sections 110 and 102 of the Act read with Rules 22 and 20 of the Companies (Management and Administration) Rules 2014, Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by Listed Entities, the Company has provided the facility of remote e-Voting to all members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-Voting facility to its members.

(ii) Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, 23<sup>rd</sup> January, 2026 ("Cut-off Date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Remote e-Voting. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.

(iii) The Remote e-Voting period commences from 9:00 AM IST on Sunday, 1<sup>st</sup> February, 2026 and ends at 5:00 PM IST on Monday, 2<sup>nd</sup> March, 2026. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on the resolution is cast by the member, he/she shall not be allowed to change it subsequently.

(iv) The Resolution, as set out in the Postal Ballot Notice, if passed by requisite majority of the members, will be deemed to have been passed on the last date of e-Voting, i.e., Monday, 2<sup>nd</sup> March, 2026 and shall be deemed to have been passed as if they have been passed at a General Meeting of the members.

**The details of the process and instructions for members for Remote e-Voting are as under:**

**Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:**

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

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





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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click

	<p>on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>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.</p>

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911

**B) Login Method for 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 use 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'?
  - (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:



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- 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](http://www.evoting.nsdl.com).
  - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 [rajaghosh2002@gmail.com](mailto:rajaghosh2002@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to



go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL and/ or Mr. Amit Vishal, Deputy Vice President, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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 [siddheswari@hotmail.com](mailto:siddheswari@hotmail.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 [siddheswari@hotmail.com](mailto:siddheswari@hotmail.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](mailto: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.

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT

#### Pursuant to section 102(1) of the Companies Act, 2013

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying notice:

**Item No. 1 APPOINTMENT OF M/S N DOKANIA & ASSOCIATES (FRN: 014403C), CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY CAUSED DUE TO THE DEMISE OF MR. RAMESH KUMAR BAJAJ, PROPRIETOR OF M/S R K BAJAJ & CO. (FRN: 0314140E), STATUTORY AUDITORS OF THE COMPANY**

*This explanatory statement is being provided in accordance with Section 102 of the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").*

The Members of the Company are hereby informed that **M/s R K Bajaj & Co., Chartered Accountants (FRN: 0314140E)** were appointed as the Statutory Auditors of the Company for a term of five consecutive years from the conclusion of the **30th AGM** until the conclusion of the **35th AGM**, pursuant to the resolution passed by the Members at the AGM held on 30.09.2024.

Unfortunately, the office of Statutory Auditor of the Company has become vacant due to the sad demise of **Mr. Ramesh Kumar Bajaj**, Proprietor of **M/s R K Bajaj & Co., Chartered Accountants (FRN: 0314140E)** on 26<sup>th</sup> October, 2025.

Section 139(8) of the Act, inter alia, provides that any casual vacancy in the office of Statutory Auditors shall be filled by the Board of Directors within thirty days and the appointment made by the Board shall also be approved by the members at a general meeting convened within three months of the recommendation of the Board, and the auditor so appointed shall hold office till the conclusion of the next AGM.

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on **04<sup>th</sup> December, 2025** approved the appointment of **M/s N Dokania & Associates, Chartered Accountants (FRN: 014403C)** as Statutory Auditors of the Company to fill the casual vacancy and to hold office until the conclusion of the ensuing Annual General Meeting of the Company to be held in the year **2026**, subject to approval of the Members.

The Statutory Auditors will be entitled to remuneration for the Financial Year 2025-26, together with applicable taxes and reimbursement of out-of-pocket expenses, as may be recommended by the Audit Committee in consultation with the Auditors and approved by the Board of Directors of the Company.

M/s N Dokania & Associates, Chartered Accountants, have confirmed that they satisfy the independence criteria required under the Companies Act, 2013 and the Code of Ethics issued by the Institute of Chartered Accountants of India, and that they are eligible for appointment and have not been disqualified under any provisions of the Act or the SEBI Listing Regulations.

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

The Board recommends the resolution set out at Item No. 1 of the Postal Ballot Notice for approval of the Members.

Dated: 29<sup>th</sup> January, 2026

Registered Office: 9, India Exchange Place,  
3<sup>rd</sup> Floor, Kolkata- 700001  
CIN- L17111WB1994PLC065519  
Phone - 033 2210 7112  
Email – sidheswari@hotmail.com

By Order of the Board  
**Siddheswari Garments Limited**  
Sd/-  
**Rashmi Bothra**  
Company Secretary & compliance Officer