

HARISH TEXTILE ENGINEERS LIMITED

CIN: L29119MH2010PLC201521

Registered Office: 2nd Floor, 19, Parsi Panchayat Road, Andheri East, Mumbai-400069, Maharashtra, India.

Tel No: 022 66490251, E-mail: investor@harishtextile.com; Website: www.harishtextile.com

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 01/2025-26 Extra-Ordinary General Meeting ("EGM") of the Members of the Harish Textile Engineers Limited ("the Company") will be held on Wednesday, March 11, 2026 at 11:00 a.m. ("IST"), through Video Conferencing / Other Audio Visual Means ("VC/OAVM") facility ("hereinafter referred to as "Electronic Mode") to transact the following businesses:

SPECIAL BUSINESS:

- 1. Issuance of Equity Shares on Preferential Basis to the persons belonging to the Promoter and Non-promoter Category:**

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 62 and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder ("Act"), the applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory amendments, modification(s) or re-enactment(s) thereof for the time being in force), enabling provisions of the Memorandum of Association and the Articles of Association of the Company and the applicable rules, notifications, guidelines issued by various authorities including but not limited to Securities and Exchange Board of India ("SEBI"), BSE Limited ("Stock Exchanges") and subject to (a) approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and (b) subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) the consent of the members of the Company be and is hereby accorded, to create, issue, offer and allot, in one or more tranches, up to 21,23,800 (Twenty One Lakh Twenty Three Thousand Eight Hundred) fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 64/- (Rupees Sixty-Four only) per equity share [including a securities premium of Rs. 54/- (Rupees Fifty-Four only) per equity share] aggregating up to Rs. 13,59,23,200/- (Rupees Thirteen Crore Fifty Nine Lakh Twenty Three Thousand Two Hundred only) which is not less than the floor price determined in accordance with Chapter V of SEBI ICDR Regulations, to the following proposed allottees, on preferential basis ("Preferential Issue" or "Private Placement"), belonging to Promoter and Non-Promoter category ("Proposed Allottees"), for consideration in cash and/or other than cash, on such terms and conditions as may be

determined by the Board, stipulated in the explanatory statement annexed hereto and in accordance with the applicable laws.

Sr. No.	Name of the proposed allottees / Investors	Number of Equity Shares proposed to be allotted	Maximum amount to be paid for Equity Shares (in Rs.)	Nature of Consideration
1.	Shovan Sandeep Gandhi	525000	33600000	In Cash
2.	Shaiv Sandeep Gandhi	525000	33600000	In Cash
3.	Shah Rahul Chimanlal	13000	832000	In Cash
4.	Sandeep Kirti Gandhi	554600	35494400	Allotment other than cash / issue against credit balance
5.	Ajaykumar Thakorlal Solanki	11600	742400	
6.	Henil A Solanki	17400	1113600	
7.	Dhruvin Ajaykumar Solanki	6500	416000	
8.	Panchal Shaileshbhai K	11000	704000	
9.	Timir V. Shah (HUF)	9000	576000	
10.	Vijay Chandulal Vasa	62000	3968000	
11.	Gor Maheshchandra Krupashankar	19000	1216000	
12.	Kalpana Mukesh Sheth	8000	512000	
13.	Kumarpal Maganlal Kakaria	8000	512000	
14.	Mukesh Dalichand Sheth	105000	6720000	
15.	Dilip Jasvantlal Mehta	22000	1408000	
16.	Suresh Dolatrai Doshi	5000	320000	
17.	Vishal Nikunj Jhaveri	2000	128000	
18.	Sejal Vishal Jhaveri	2000	128000	
19.	Darpan Nemchand Dand	7000	448000	
20.	Vipulbhai Haribhai Patel	6400	409600	
21.	Satvik Bharatkumar Pithwa	3000	192000	
22.	Rajan Bharatkumar Pithva	3000	192000	
23.	Vipul Chamanlal Mehta	7000	448000	
24.	Uttamkumar Dulichand Chandan	15000	960000	
25.	Induben Pravinchandra Sheth	7200	460800	
26.	Milankumar Hirachand Sheth	5940	380160	
27.	Ketul Pravinchandra Sheth	4860	311040	
28.	Balajisriram Rajarajacholan Pillai	11500	736000	
29.	Azam Shahid Khan	8200	524800	
30.	Yash Automation	18000	1152000	
31.	Hiren R Doshi	100000	6400000	
32.	Jitendra Krishna Murari Shukla	7000	448000	
33.	Hemant Rikhabchand Shah	9500	608000	
34.	Naresh Kumar Bijarnia	2600	166400	
35.	Pawan Sharma	1500	96000	
	Total	2123800	135923200	

RESOLVED FURTHER THAT the 'Relevant Date' for the purpose of determination of the floor price for issue of the Equity Shares under the Preferential Issue, as above, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is Monday, February 09, 2026 ("Relevant Date"), being the date 30 (Thirty) days prior to the date on which the meeting viz. an Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the preferential issue.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Issue shall be subject to the following terms and conditions apart from other applicable terms as prescribed under applicable laws:

- a. The Equity Shares to be issued and allotted to the Proposed allottees shall be fully paid-up and rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws (including the allotment of the same in dematerialized form) and shall be subject to the provisions of the memorandum of association and articles of association of the Company;
- b. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- c. The Equity Shares shall be allotted by the Company to the proposed allottees in dematerialized form within a period of 15 (fifteen) days from the date of passing of this special resolution by members of the Company, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to the Stock Exchange), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals;
- d. The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force;
- e. The pre-preferential shareholding, of Promoter group or Non-promoter group, proposed allottees, wherever required, shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations; and
- f. The Equity Shares to be allotted to the proposed allottees shall be listed on the Stock Exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- g. The Equity Shares so offered, issued and allotted to the Proposed Allottees, which are being issued for consideration other than cash, towards discharge of total credit balance of the Proposed Allottees and will constitute the full consideration for the equity Shares to be issued by the Company to such Proposed Allottees pursuant to this resolution.
- h. The Equity Shares so offered, issued and allotted shall not exceed the number of equity shares as approved herein above.

RESOLVED FURTHER THAT as required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, the draft certificate issued by Ms. Dipali Natvar Vora, Practicing Company Secretary, certifying, *inter alia*, that the Preferential Issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations is noted and taken on record.

RESOLVED FURTHER THAT subject to the receipt of requisite approvals as may be required under applicable law, consent of the members of the Company is hereby accorded to record the name and details of the proposed allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the proposed allottees through Letter of Offer / Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions of the preferential issue ("*Offer Document*") after passing of this resolution and upon receiving the applicable regulatory approvals and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Equity Shares under the Preferential Issue (including alteration, variation, modification and extension of timelines for utilization of funds), 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 the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Subscription Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, (ii) making applications to the stock exchange for obtaining in-principle approvals, (iii) listing of shares, (iv) filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vii) issue and allotment of the Subscription Shares, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) 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 and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board for this purpose in connection with any matter referred to or contemplated in the foregoing resolution be and are hereby ratified, confirmed and approved in all respects."

Place: Mumbai

Date: February 10, 2026

Registered Office:

2nd Floor, 19, Parsi Panchayat Road,
Andheri (E), Mumbai – 400 069

**By Order of the Board of Directors
For Harish Textile Engineers Limited**

SD/-

**Sandeep Gandhi
Managing Director
DIN: 00941665**

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("the Act"), in respect of the special businesses mentioned in the Notice of this Extra-Ordinary General Meeting ("EGM") ("Notice") is annexed hereto.
2. Pursuant to General Circular No. 3/2025 dated September 22, 2025 read with General Circulars No. 14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022 and No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and other relevant circulars issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India (SEBI), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and 09/2023 dated September 25, 2023 (SEBI Circulars) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") in compliance with the applicable provisions of the Companies Act, 2013 (the Act), the Listing Regulations, and other applicable provisions, of the Act, rules, regulations, circular and notification and MCA Circulars (including any statutory modification(s),clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Company has decided to hold this Extra-ordinary General Meeting ('EGM') through Video-Conference ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of the members. The registered office of the Company shall be deemed to be the venue for the EGM.
3. As EGM is being held through VC / OAVM, the facility for appointment of proxies by the Members will not be available for this EGM and hence the Proxy Form, Route Map and Attendance Slip are not annexed to this Notice. However, Body Corporates / Institutional Members are entitled to appoint authorised representatives to attend the EGM through VC / OAVM and cast their votes by electronic means.
4. 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 MCA circulars as aforesaid, the Company is providing facility of remote e-Voting to its Members to exercise vote remotely in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Bigshare Services Pvt Ltd ("BIGSHARE") to facilitate 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 BIGSHARE through their platform.
5. In line with the MCA Circulars and SEBI circulars, the Notice of the EGM has been uploaded on the website of the Company at www.harishtextile.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EGM Notice of the Meeting is also available on the website of BIGSHARE (agency for providing the Remote e-Voting facility) i.e. <https://ivote.bigshareonline.com>.
6. The Board of the Company has appointed M/s. D N Vora and Associates, Practicing Company Secretary (ACS No. 46989, COP No. 21254), as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc. authorizing its representative to attend the EGM through VC / OAQM on its behalf and to vote through remote e-voting pursuant to Section 113 of the Companies Act, 2013 ("the Act"). In the absence of such resolution from any of them, would be considered as 'not voted'. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to dnvoraandassociates@yahoo.com with a copy marked to investor@harishtextile.com.
8. The Scrutinizer, after the conclusion of e-voting at the EGM, will scrutinize the votes cast at the EGM and votes cast through remote e-voting and make a consolidated Scrutinizer's Report and submit the same to the Chairman. The result of e-voting will be declared and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company and on the website of BIGSHARE, along, will simultaneously be communicated to the Stock Exchanges and displayed at the Registered Office of the Company.
9. Subject to receipt of a requisite number of votes, the resolution shall be deemed to be passed on the date of the EGM.
10. The voting rights of members/shareholders shall be in proportion to their shares of the paid - up equity share capital of the Company as on the cut-off date determined for the voting purpose, i.e. Wednesday, March 04, 2026.
11. Any person who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, March 04, 2026, may obtain the login ID and password by sending a request to Issuer/ RTA. The cut-off date for the purpose of attending the EGM and for exercising e-voting at the EGM and remote e-voting would be Wednesday, March 04, 2026.
12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date, only shall be entitled to attend and vote at the EGM.
13. A member may participate in the EGM even after exercising his right to vote through remote evoting but shall not be allowed to e-vote again during the EGM.
14. The Members holding shares in physical mode are requested to register/update KYC details such as PAN (Aadhar linked), Nomination Details (including opt out or cancellation of existing nomination), Contact Details (address with PIN, mobile number and email address), Bank Account Details (bank name, branch name, account number and IFS code) and Specimen Signature with the Company's RTA Bigshare.
15. The Members holding shares in dematerialized mode, are requested to register/update KYC details such as PAN (Aadhar linked), Nomination Details, Contact Details (address with PIN, mobile number and email address), Bank Account Details (bank name, branch name, account number and IFS code) and Specimen Signature with the relevant Depository Participant (DP).
16. In terms of the Listing Regulations, the transfer of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI has also mandated that listed companies shall, while processing investor service requests pertaining to the issue of duplicate share certificates, claim from Unclaimed Suspense Account, renewal/ exchange of

share certificates, endorsement, sub-division / splitting / consolidation of share certificates, transmission, transposition, etc., issue securities only in demat mode. In view of this as also to eliminate all risks associated with physical shares and to get the inherent benefits of dematerialization, Members holding shares in physical form are advised to avail themselves of the facility of dematerialization.

17. Shareholders/ Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, Demat Account number/ folio number, email id, mobile number at Company ID at investors@harishtextile.com until Wednesday, March 04, 2026. Shareholders who have registered themselves as speakers will only be allowed to express their views / ask questions pertaining to the business matter as per the Notice of EGM the Meeting.
18. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM. The Shareholders will get confirmation on first cum first basis depending upon the provisions made by the Company. Shareholders will receive "Speaking Serial No.' once they mark attendance for the Meeting.

19. VOTING INSTRUCTIONS:

- i. The voting period begins on Sunday, March 08, 2026 (9:00 a.m. IST) and ends on Tuesday, March 10, 2026 (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 (record date) of Wednesday, March 04, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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 i.e. BIGSHARE, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 3) 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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) 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 with all e-Voting Service Providers. Click on BIGSHARE and you will be redirected to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Participant s	
--------------------------	--

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. CDSL and NSDL

Login type	Helpdesk details
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 22 55 33.
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 022-48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account** should enter **16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account** should enter **8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form** should enter **Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**

- Enter “User ID” and “Registered email ID” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘Reset’.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.

- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “**VOTE NOW**” “**VC/OAVM**” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM 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 AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT EGM

As required by Section 102(1) of the Companies Act, 2013 ("Act"), the following Explanatory Statement sets out the material facts relating to the Special Business mentioned under item Nos. 1 in the accompanying Notice:

Item 1: Issuance of Equity Shares on Preferential Basis to the persons belonging to the Promoter and Non-promoter Category:

The Board, at its meeting held on February 10, 2026, has, subject to the approval of the Members and such other approvals as may be required, approved issuance of up to 21,23,800 fully paid-up equity shares of the Company of face value of Rs. 10/- each, (the Equity Shares) at a price of Rs. 64/- per equity share, including securities premium of Rs. 54/- per equity share (the Issue Price), for consideration in cash and/or other than cash, to the proposed allottees (as mentioned in the resolution), belonging to the Promoter and Non-Promoter category, by way of preferential issue aggregating to Rs. 13,59,23,200/- which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations. (the Preferential Issue or Private Placement).

In accordance with Sections 23, 42 and 62 and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder ("Act") and in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of a preferential issue on a private placement basis.

The disclosure required in terms of provisions of Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the provisions of Chapter V of the SEBI ICDR Regulations are as follows:

a. Amount which the Company intends to raise by way of such securities:

Aggregating to Rs. 13,59,23,200/- (Rupees Thirteen Crore Fifty-Nine Lakh Twenty-Three Thousand Two Hundred only)

b. The Objects of the issue:

The Company intends to utilize the proceeds raised through the Preferential Issue towards the following objects:

1. to discharge of liabilities by the Company and thereby reduce the amount of outstanding liabilities of the Company and improve the debt/equity ratio accordingly.
2. to meet the funding requirements and other general corporate purposes including but not limited to build up of new inventory, critical vendor and other approved payments.

c. Utilization of Issue Proceeds:

Given that the funds to be received against equity shares to be issued and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the issue proceeds for the above objects is set out hereinbelow:

Sr. no.	Particulars	Total estimated amount to be utilised for each of the Objects (Rs. In Crores) ¹	Tentative timeline within which such proceeds shall be utilized
1.	Part-repayment of Debt	2.12	120 Days
2.	Augmentation of Working Capital	4.18	120 Days
3.	General Corporate Purposes (including meeting issue expense).	0.50	120 Days
4	Discharge of Liabilities	6.79	Immediately

¹*The utilization proceeds allocated to each object/ purpose is only an estimate and may vary depending on various factors.*

In terms of the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned objects may deviate +/- 10% depending upon the future circumstances, given that the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilized (in full or in part) for the Objects and during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements, and increasing or decreasing the expenditure for a particular purpose or adjustment inter se of the objects as mentioned above and from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

d. Interim Use of issue proceeds:

Pending complete utilization of the Issue Proceeds for the Objects described above, the Company intends to, inter alia, invest the Issue Proceeds in money market instruments, creditworthy instruments, money market mutual funds, liquid fund, deposits in scheduled commercial banks, securities issued by government of India, or any other investments as permitted under applicable laws.

e. Monitoring of utilisation of funds:

- (i) Since the issue size is below Rs. 100 Crore, in terms of Regulation 162A of the SEBI ICDR Regulations, the Company is not required appoint monitoring agency to monitor the use of the proceeds.

f. Kinds of securities offered, the total number of shares or other securities to be issued, the price at which security is being offered and amount which the Company intends to raise by way of such securities

The Company proposes to issue:

I) 21,23,800 (Twenty One Lakh Twenty Three Thousand Eight Hundred) fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 64/- (Rupees Sixty-Four only) per equity share [including a securities premium of Rs. 54/- (Rupees Fifty-Four only) per equity share] aggregating up to Rs. 13,59,23,200/- (Rupees Thirteen Crore Fifty-Nine Lakh Twenty-Three Thousand Two Hundred only) which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations.

g. Material Terms of raising such securities:

The Equity Shares being allotted by means of preferential issue shall rank pari passu to the existing shares and shall have the same rights as attached to the existing equity shares of the Company including right to dividend, voting rights, etc.

h. Basis on which the price has been arrived at along with report of the registered valuer:

1. In accordance with the SEBI ICDR Regulations, the floor price at which the Equity Shares can be issued is Rs. 64/-, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:
 - a. 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 61.72 per equity share;
 - b. 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 63.12 per equity share.
 - c. Floor price determined in accordance with the provisions of the articles of association of the Company. However, the articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

The equity shares of the Company are listed with BSE Limited and are presently in nature of "Frequently Traded Shares".

The Valuation report has been uploaded on the stock exchanges and the link to access the same is www.harishtextile.com

i. Name and address of valuer who performed valuation:

1. Bhavesh M Rathod, Chartered Accountants, Registered Valuer – SFA

Office Address: Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai - 400101

Registered Address: 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai - 400066

2. Nikhil P Chandak, Registered Valuer for Securities and Financial Assets, (IBBI/RV/07/2019/11801)

Registered Address: 304, Garnet Palladium, Off W.E. Highway, B/H Express Zone, Goregaon East, Mumbai 400063

j. The price or price band at/within which the allotment is proposed:

The equity shares are proposed to be issued at an issue price of Rs. 64/- (Rupees Sixty Four only) per equity share.

k. Relevant Date with reference to which the price has been arrived at:

The 'relevant date' for the purpose of determination of the floor price for issue of the investor equity shares under the investors preferential issue, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is February 09, 2026 (Monday) ("Relevant Date"), being the date 30 (Thirty) days prior to the date on which the meeting viz. this Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the investors preferential issue.

l. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Issue of Equity Shares is proposed to be made to the proposed Allottees, belonging to the 'Promoter' (i.e. Promoter & Promoter Group category) and 'Non-Promoter' (i.e. public category).

m. Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer / Contribution being made by the promoters or directors either as part of the preferential issue or separately in furtherance of objects:

Following Promotors, directors and key managerial personnel of the Company intend to subscribe under proposed preferential issue:

Sr. No.	Name	Category	No. of Equity shares to be issued
1.	Sandeep Kirti Gandhi	Promoter & Managing Director	554600
2.	Shovan Sandeep Gandhi	Promoter Group	525000
3.	Shaiv Sandeep Gandhi	Promoter Group	525000

n. The proposed time frame within which the preferential issue/ allotment shall be completed:

The equity shares shall be allotted by the Company to the proposed allottees in dematerialized form within a period of 15 (fifteen) days from the date of passing of this special resolution by members of the Company, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to the Stock Exchange), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.

o. The names of the proposed allottees, the 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 and the percentage of post preferential offer capital that may be held by them:

Sr. No.	Name of the proposed identified allottees / Ultimate Beneficial Owners	Category of the Proposed Allottees	Maximum Amount / Up to (Rs.)	Pre-preferential allotment Shareholding	Post - preferential allotment Shareholding	Post - preferential allotment Shareholding (%)
1.	Shovan Sandeep Gandhi	Promoter Group	33600000	261	525261	9.62%
2.	Shaiv Sandeep Gandhi	Promoter Group	33600000	1	525001	9.62%
3.	Shah Rahul Chimanlal	Non-Promoter	832000	0	13000	0.24%
4.	Sandeep Kirti Gandhi	Promoter	35494400	1604467	2159067	39.54%
5.	Ajaykumar Thakorlal Solanki	Non-promoter	742400	0	11600	0.21%
6.	Henil A Solanki	Non-promoter	1113600	0	17400	0.32%
7.	Dhruvin Ajaykumar Solanki	Non-promoter	416000	0	6500	0.12%
8.	Panchal Shaileshbhai K	Non-promoter	704000	0	11000	0.20%
9.	Timir V. Shah (HUF)	Non-promoter	576000	0	9000	0.16%
10.	Vijay Chandulal Vasa	Non-promoter	3136000	0	62000	1.14%
11.	Gor Maheshchandra Krupashankar	Non-promoter	1216000	0	19000	0.35%
12.	Kalpana Mukesh Sheth	Non-promoter	512000	0	8000	0.15%
13.	Kumarpal Maganlal Kakaria	Non-promoter	512000	0	8000	0.15%
14.	Mukesh Dalichand Sheth	Non-promoter	6720000	0	105000	1.92%
15.	Dilip Jasvantlal Mehta	Non-promoter	1408000	0	22000	0.40%
16.	Suresh Dolatrai Doshi	Non-promoter	320000	0	5000	0.09%
17.	Vishal Nikunj Jhaveri	Non-promoter	128000	0	2000	0.04%
18.	Sejal Vishal Jhaveri	Non-promoter	128000	0	2000	0.04%
19.	Darpan Nemchand Dand	Non-promoter	448000	0	7000	0.13%
20.	Vipulbhai Haribhai Patel	Non-promoter	409600	0	6400	0.12%
21.	Satvik Bharatkumar Pithwa	Non-promoter	192000	0	3000	0.05%
22.	Rajan Bharatkumar Pithva	Non-promoter	192000	0	3000	0.05%

23.	Vipul Chamanlal Mehta	Non-promoter	448000	0	7000	0.13%
24.	Uttamkumar Dulichand Chandan	Non-promoter	960000	0	15000	0.27%
25.	Induben Pravinchandra Sheth	Non-promoter	460800	0	7200	0.13%
26.	Milankumar Hirachand Sheth	Non-promoter	380160	0	5940	0.11%
27.	Ketul Pravinchandra Sheth	Non-promoter	311040	0	4860	0.09%
28.	Balajisriram Rajarajacholan Pillai	Non-promoter	736000	0	11500	0.13%
29.	Azam Shahid Khan	Non-promoter	524800	0	8200	0.15%
30.	Yash Automation	Non-promoter	1152000	0	18000	0.33%
31.	Hiren R Doshi	Non-promoter	6400000	0	100000	1.84%
32.	Jitendra Krishna Murari Shukla	Non-promoter	448000	0	7000	0.13%
33.	Hemant Rikhabchand Shah	Non-promoter	608000	0	9500	0.17%
34.	Naresh Kumar Bijarnia	Non-promoter	166400	0	2600	0.05%
35.	Pawan Sharma	Non-promoter	96000	0	1500	0.03%

Current and proposed status of the allottees post the preferential issue is same as mentioned above.

p. The change in control, if any, in the Company that would occur consequent to the preferential offer:

The preferential issue will not result into change in the control of the Company.

q. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the financial year viz. 2025-2026, the Company has not made any preferential allotment.

r. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The allotment proposed to be made for consideration other than cash will result in discharging the liability of the company by issue of Equity Shares. This will help the Company to improve the debt/equity ratio and also current Ratio of the Company. The consideration to be received from issuance of equity shares shall be adjusted out of any debt or other obligations owed by the Company towards the Proposed Equity Holders.

In terms of Regulation 158(6)(b) of the ICDR Regulations, the issue price of securities / discharge of debt obligation has been certified by two independent valuers, namely Bhavesh

M Rathod, Chartered Accountants, Registered Valuer - SFA and Nikhil P Chandak, Registered Valuer for Securities and Financial Assets.

s. The pre issue and post issue shareholding pattern of the Company

The pre issue and the post-issue shareholding pattern of the Company (considering full allotment of equity shares to be issued on preferential basis as per this Notice) is mentioned hereinbelow:

Sr. No	Category	Pre-Issue		Post Issue	
		No. of equity shares	% shareholding pattern	No. of equity shares	% shareholding pattern
A.	Promoter and Promoter Group				
1.	Indian				
a)	Individuals / HUF	1606144	48.15	3210744	58.97
b)	Bodies Corporate	0	0.00	0	
c)	Others	0	0.00		
	Sub-total (A1)	1606144	48.15	3210744	58.97
2	Foreign				
a)	Bodies Corporate	0	0.00	0	
	Sub-total (A2)	0	0.00	0	
	Total Promoters and Promoters Group (A= A1 + A2)	1606144	48.15	3210744	58.97
B.	Non Promoter / public shareholding				
1	Institutional Investors	1534	0.05	1534	0.03
2	Non-institution	0	0.00	0	0
a)	Bodies corporate	45845	1.37	45845	0.84
b)	Directors and relatives	40332	1.21	40332	0.74
c)	Indian public	1569167	47.04	2088367	38.25

d)	Others (including NRIs)	72978	2.19	72978	1.34
	Total Non-Promoter /Public Shareholders (B)	1729856	51.85	2249056	41.19
	Grand Total (A+B)	3336000	100	5459800	100

t. Lock-in Period:

The equity shares proposed to be issued to the proposed allottees under the Preferential Issue and the pre-preferential issue shareholding of proposed allottees from Promoter & Promoter Group and Non- promoter Group category shall be subject to lock-in, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

u. Listing:

The equity shares proposed to be allotted to the proposed allottees under the preferential issue shall be listed and shall be admitted for trading on the main board of Stock Exchange viz. BSE Limited, subject to requisite approval from the Stock Exchange.

v. Practicing Company Secretary's Certificate:

As required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, a certificate issued by M/s. D N Vora and Associates, Practicing Company Secretary (ACS No. 46989, COP No. 21254), Practicing Company Secretaries, certifying, inter alia, that the investors preferential issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations shall be placed before the meeting of the members. The said certificate issued by M/s. D N Vora and Associates, Practicing Company Secretary is hosted on the website of the Company at www.harishtextile.com.

Undertakings / Confirmations:

1. The allottees have also confirmed their eligibility in terms of Regulation 159 of SEBI ICDR Regulations to subscribe the preferential issue.
2. The Company is in compliance with the conditions for continuous listing and is eligible to undertake the preferential issue in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations.
3. None of the promoters and/or directors of the Company are a fugitive economic offender as defined under the SEBI ICDR Regulations.
4. Neither the Company nor any of its promoters and/or directors have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
5. Each of identified allottees have confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
6. As the equity shares of the Company are listed on recognized Stock Exchange for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price. However, the Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the respective allottees.
7. None of the Directors and/or key managerial personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.
8. Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable laws.
9. The approval of the members is being sought to enable the Board and/or its committee to issue and allot the equity shares on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement. The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its members.

Place: Mumbai

Date: February 10, 2026

Registered Office:

2nd Floor, 19, Parsi Panchayat Road,
Andheri (E), Mumbai – 400 069

**By Order of the Board of Directors
For Harish Textile Engineers Limited
SD/-
Sandeep Gandhi
Managing Director
DIN: 00941665**