NOTICE

NOTICE TO THE MEMBERS

Notice is hereby given that, the 45th Annual General Meeting of the Company will be held at 12:30 PM on Friday, the 28th August, 2026. This Annual General Meeting is being conducted through Video Conferencing (VC) / Other Audio Visual Means (OAVM) the details of which are provided in the Notes to this Notice. The following are the businesses that would be transacted at this Annual General Meeting.

ORDINARY BUSINESS - ORDINARY RESOLUTION

1. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

   "RESOLVED THAT the Company's Separate and Consolidated Audited Financial Statements for the year ended 31st March, 2026, and the Reports of the Board of Directors' and Auditor's thereon be and are hereby considered and adopted."

2. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

   "RESOLVED THAT Shri S.S. Ramachandra Raja (DIN: 00331491), who retires by rotation, be and is hereby re-appointed as Director of the Company."

3. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

   "RESOLVED THAT Shri Arunkumar Goenka (DIN: 00393845), who retires by rotation, be and is hereby re-appointed as Director of the Company."

SPECIAL BUSINESS - ORDINARY RESOLUTION

4. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

   "RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Shri N.S. Krishnamma Raja (DIN: 01655571), appointed as Additional Director of the Company with effect from 19th May, 2026 pursuant to the provisions of Section 161 of the Act, and who holds office upto the date of this Annual General Meeting and being eligible offers himself for the appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to provisions of Section 160 of the Act, signifying his intention to propose the candidate of Shri N.S. Krishnamma Raja for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company for a term of five (5) consecutive years from the date of his appointment, viz 19th May, 2026."

5. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 1,10,000/- (Rupees One Lakh Ten Thousand) plus applicable taxes and out-of-pocket expenses, payable to M/s. SVM & Associates, Practicing Cost Accountants (FRN: 000536) appointed as the Cost Auditors of the Company by the Board of Directors, for the financial year 2026-27 for auditing the Cost Records relating to manufacture of textile products, be and is hereby ratified and confirmed."

SPECIAL BUSINESS - SPECIAL RESOLUTION

6. To consider and pass the following Resolution, as a SPECIAL RESOLUTION:

"RESOLVED THAT in furtherance to the Special Resolution passed at the Annual General Meeting held on 20th August, 2022 and pursuant to Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the consent of the Company be and is hereby accorded for continuing payment of remuneration to Smt. Sharadha Deepa (DIN:00383799), Managing Director at 5% of the net profits of the Company for the remaining tenure of her appointment up to 31-03-2028.

RESOLVED FURTHER THAT when the Company has no profits or its profits are inadequate, in any financial year, the minimum remuneration for the remaining tenure of her appointment up to 31-03-2028 shall be continued to be paid at ₹180 Lakhs per annum along with the following perquisites:

i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 2025;

ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;

iii) Encashment of leave at the end of the tenure; and

iv) Other perquisites as allowed under Section IV of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorized to fix the components, quantum and periodicity of the remuneration payable to the Managing Director, subject to the aforementioned limits.

NOTICE

RESOLVED FURTHER THAT the remuneration aforesaid shall be exclusive of any fee paid for attending Meetings of the Board or any Committee thereof or for any other purpose, whatsoever as may be decided by the Board as provided in Section 197(5) of the Companies Act, 2013."

By Order of the Board,
For **SRI VISHNU SHANKAR MILL LIMITED**,

P.R. VENKETRAMA RAJA
CHAIRMAN
(DIN: 00331406)

RAJAPALAIYAM,
29th May, 2026.

NOTICE

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business is annexed hereto.

2. The Company has chosen to conduct this Annual General Meeting through Video Conference. The Annual General Meeting would be conducted in accordance with:

   (i) General Circular No: 03/2025 dated 22nd September, 2025, issued by Ministry of Corporate Affairs, Government of India; and

   (ii) Such other instructions that may be issued by Statutory Authorities.

3. The Company would be providing the Central Depository Services (India) Limited's (CDSL) system for the Members to cast their vote through remote e-Voting and participate in the Annual General Meeting through Video Conference.

4. Proxies are not being sent to Shareholders, as the meeting is being conducted through Video Conference.

5. The Company is also releasing a Public Notice by way of advertisement being published in English in Business Line (All editions) and in Tamil in Dinamani (Madurai Editions), containing the following information:

   - Convening of Annual General Meeting through Video Conference in compliance with applicable provisions of the Act.
   - Date and Time of the Annual General Meeting.
   - Availability of Notice of the Meeting on the website of the Company and at **http://www.evotingindia.com**.
   - Reference to the link of the Company's website, providing access to the full Annual Report.
   - Requesting the Members who have not registered their E-Mail addresses with the Company, to get the same registered with the Company.

6. The cut-off date will be Friday 21st August 2026 for determining the eligibility to vote by remote e-Voting or in the Annual General Meeting.

7. Pursuant to Rule 8 of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unclaimed / unpaid dividends lying with the Company on the website of the Company (www.vishnushankarmill.co.in), and also on the website of the Ministry of Corporate Affairs (www.mca.gov.in). The dividends remaining unpaid for a period of over seven years will be transferred to the Investor Education and Protection Fund of the Central Government. Hence, the Members who have not claimed their dividend relating to the earlier years may write to the Company for claiming the amount before it is so transferred to the Fund.

   The details of due dates for transfer of such unclaimed dividend to the said Funds are:

Financial Year ended	Date of Declaration of Dividend	Last Date for Claiming Unpaid Dividend	Due Date for Transfer to IEP Fund
31-03-2022	20-08-2022	19-08-2029	18-09-2029

8. In accordance with Section 124(5) of the Companies Act, 2013, the Company has transferred the unclaimed / unpaid dividends lying with the Company for a period of over seven years, to the Investor Education and Protection Fund (the IEPF) established by the Central Government.

9. In accordance with Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more have been transferred by the Company to IEPF. The Shareholders / their legal heirs are entitled to claim the said shares and the dividend so transferred from the IEPF by making an online application in Form No. IEPF-5 to the IEPF Authorities. The procedure is available at the website of **www.iepf.gov.in** and website of the Company viz., **www.vishnushankarmill.co.in** and the Form is available at MCA at **www.mca.gov.in**.

10. Dispatching of physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), has been dispensed with. Such statements are being sent only by E-mail to the Members and to all other persons so entitled. The Annual Report will also be made available on the Company's Website - **www.vishnushankarmill.co.in**.

11. Voting through electronic means

a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing Members remote e-Voting facility to exercise their right to vote at the 45th Annual General Meeting (AGM) by electronic means and the business may be transacted through such e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

b) The facility for remote e-Voting shall remain open from 9:00 A.M. on Tuesday, the 25th August, 2026 to 5:00 P.M. on Thursday, the 27th August, 2026. During this period, the Members of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off-date, viz., Friday, the 21st August, 2026, may opt for remote e-Voting. Remote e-Voting shall not be allowed beyond 5:00 P.M on Thursday, the 27th August, 2026.

c) Individual Shareholders holding securities in demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants (DP). Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-voting facility.

d) Login method for e-Voting and joining the AGM through Video Conference for Individual shareholders holding securities in Demat mode are given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL** Depository	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 are **https://web.cdslindia.com/myeasitoken/home/** login or visit **https://www.cdslindia.com/** and click on "Login" icon and select "My Easy New (Token)". 2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for

Type of shareholders	Login Method
	casting the vote during the remote e-Voting period or joining the Annual General Meeting through Video Conference & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL, 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 (or) **https://web.cdslindia.com/ myeasitoken/ Registration/ EasiestRegistration** 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 **https://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 e-Voting 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 DPs	You can also login using the login credentials of your demat account through your DP registered with 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 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 the Annual General Meeting through Video Conference & voting during the meeting.

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

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

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 210 99 11.

f) Access through CDSL e-Voting System in case of shareholders holding share in physical mode and non-individual Shareholder in demat mode. Login method for e-Voting and joining the Annual General Meeting through Video Conference for shareholders holding shares in physical form and for shareholders other than individual shareholders holding in Demat form.

1) The Shareholders should log on to the e-voting website www.evotingindia.com
2) Click on "Shareholders" Tab
3) Now enter your User ID as given below:
   - For CDSL: 16 digits Beneficiary ID,
   - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

   For Shareholders holding shares in Physical form and Shareholders holding shares in Demat Form other than individual holders.

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

PAN (Continued)	Shareholders who have not updated their PAN with the Company / DP are requested to use the first two letters of their name and the 8 digits of the Folio No. in the PAN field. In case the Folio No is less than 8 digits, enter the applicable number of 0's before the Folio No. to make it 8 digits after the first two characters of the name in CAPITAL letters. Eg. If your name is TILAK RAM. V with folio number 1 then enter TI00000001 in the PAN Field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction F.

After entering these details appropriately, click on "Submit" Tab.

g) Shareholders holding Shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

h) For Shareholders holding Shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.

i) Click on the relevant EVSN for SRI VISHNU SHANKAR MILL LIMITED on which you choose to vote.

j) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

k) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.

l) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

m) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

n) You can also take a printout of the votes cast by clicking on "Click here to Print" option on the Voting page.

o) If a demat account holder has forgotten the login password, then Enter the User ID and the Captcha Code and click on Forgot Password & enter the details as prompted by the system.

p) There is also optional provision to upload Board Resolution / Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.

q) Facility for Non - Individual Shareholders and Custodians -Remote Voting.

  i) Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the "Corporates" module.

  ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.

  iii) After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

  iv) The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.

  v) It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA), which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

  vi) Alternatively Non Individual Shareholders are required to send the relevant Board Resolution / Authority letter, etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at **srinivasan.k@msjandnk.in** and to the Company at the email address viz. **svsm@ramcotex.com**, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

r) If you have any queries or issues regarding attending the meeting & e-Voting from the CDSL e-Voting System, you can write an e-mail to **helpdesk.evoting@cdslindia.com** or contact at toll free no.1800 210 99 11.

12. Instructions for Shareholders attending the Annual General Meeting through Video Conference & e-Voting during meeting are as under:

A. The procedure for attending meeting & e-Voting on the day of the Annual General Meeting is same as the instructions mentioned above for Remote e-Voting.

B. The Members can join the Annual General Meeting in the VC mode up to 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the Annual General Meeting through Video Conference will be made available to members on first come first served basis. This will not include Members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Auditors, etc. who are allowed to attend the Annual General Meeting.

C. Members are requested to join the Annual General Meeting through Laptops / IPads for better experience and will be required to have webcam and use Internet with a good speed to avoid any disturbance during the meeting.

D. Members are requested to use Stable Wi-Fi or LAN Connection to mitigate Audio/ Video loss due to fluctuation in your network. Please avoid connecting through your Mobile Devices or Tablets or through Laptop via Mobile Hotspot.

E. Members who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request at least 3 days prior to meeting mentioning your name, Demat account number / Folio number, email ID, mobile number (as registered with the Depository Participant (DP) / Company) to the mail ID: **svsm@ramcotex.com**. Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.

F. Members who do not wish to speak during the Annual General Meeting but have queries may send your queries at least 3 days prior to meeting mentioning your name, demat account number / folio number, email id, mobile number to the mail ID: **svsm@ramcotex.com**. These queries will be replied by the company suitably by email.

G. Non-Individual members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution authorizing their representative to attend on their behalf at the meeting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address with a copy marked to **helpdesk.evoting@cdslindia.com**.

H. The attendance of the Members attending the Annual General Meeting through Video Conference will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

I. The link for Video Conference to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-Voting.

J. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the Annual General Meeting.

K. Only those shareholders, who are present in the Annual General Meeting through VC and have not cast 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 available during the Annual General Meeting.

L. If any votes are cast by the Shareholders through the e-Voting available during Annual General Meeting and if the some Shareholder have not participated in the meeting through VC, then the voters cost by such shareholders may be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.

M. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

13. Process for those shareholders whose E-mail / Mobile No. are not registered with the Company / DP.

a) For Physical Shareholders, please submit Form ISR-1 duly filled to Cameo Corporate Services Limited, our Registrar to an Issue and Share Transfer Agent.

b) For Individual Demat shareholders, please update your E-Mail ID & Mobile Number with your respective DP which is mandatory while e-Voting & joining the Annual General Meeting through VC through Depository.

14. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 21st August, 2026, may obtain the Login ID and Password by following the procedures mentioned in Point No: 11 (D) or (F), as the case may be.

15. The voting rights of Shareholders shall be in proportion to the Shares held by them in the paid up equity Share capital of the Company as on Friday, the 21st August, 2026.

16. Shri K. Srinivasan, Chartered Accountant (Membership No: 021510), Partner, M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants (E-Mail ID: **srinivasan.k@msjandnk.in**) will act as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.

17. The scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through e-Voting in the presence of at least two witnesses not in the employment of the company and make, not later than two days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and the Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

18. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at **https://www.vishnushankarmill.co.in** and on the website of CDSL at **www.evotingindia.com** immediately after the declaration of results by the Chairman or a person authorized by him.

19. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to **helpdesk.evoting@cdslindia.com** or call toll free no. 1800 210 99 11.

By Order of the Board
For **SRI VISHNU SHANKAR MILL LIMITED**,

P.R. VENKETRAMA RAJA
CHAIRMAN
(DIN: 00331406)

RAJAPALAIYAM,
29th May, 2026.

NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee, had appointed Shri N.S. Krishnamma Raja (DIN: 01655571) as an Additional Director, with effect from 19th May, 2026, in accordance with Sections 149, 150, 152 and 161 read with Schedule IV of the Companies Act, 2013, under the category of Non-Executive Independent Director of the Company.

Shri N.S. Krishnamma Raja, has a Bachelor's Degree in Engineering - Electronics and Communication from Madurai Kamaraj University and Master's Degree in Business Administration - Finance and Entrepreneurship from Indiana University, USA

He started his career as an entrepreneur immediately after his education by bringing the unique Dry Mix Concrete technology to India. His experience spans acquisition, manufacturing, marketing, technology transfer and focus on innovation and pioneering initiatives.

He started and built a series of businesses in BPO, Building Materials, Paints and coatings, Waterproofing and Construction Chemicals, and Medical Consumables, has pioneered Green Building Materials, Carbon Credits Trading with World Bank, and 3D printing/manufacturing.

He held the position of Director in various other companies engaged in the fields of BPO, Building Materials, Thermal Insulation Coatings, R&D and pipeline of innovative products.

He is also a Director in the following Companies:

Login Type	Name of the Company	Designation
U24304TN2016PTC113406	VINVENT CHEMILAB PRIVATE LIMITED	Director
U74999TN2008PTC068710	NRK INFRA SYSTEM PRIVATE LIMITED	Director
U26950TN2007PTC063772	N.R.K. CONSTRUCTION SYSTEMS PRIVATE LIMITED	Director
L17111TN1936PLC002298	RAJAPALAYAM MILLS LIMITED	Director
U22210TN2010PLC077293	SHRI HARINI MEDIA LIMITED	Director

He is also a Member in the following Committees:

Name of the Company	Name of the Committee	Position Held (Chairperson / Member)
Rajapalayam Mills Limited	Audit Committee	Member
	Nomination and Remuneration Committee	Member
	Corporate Social Responsibility committee	Member
	Stakeholders Relationship Committee	Member
Shri Harini Media Limited	Audit Committee	Member

In terms of Section 161 (1) he shall hold office up to the date of forthcoming Annual General Meeting and is eligible and offers himself to be appointed as Non-Executive Independent Director of the Company.

The Company has received notice under Section 160 of the Companies Act, 2013, from Shri P.R. Venketrama Raja signifying the candidature of Shri N.S. Krishnamma Raja as Independent Director of the Company. The Company has also received declaration of independence from Shri N.S. Krishnamma Raja.

Shri N.S. Krishnamma Raja is proposed to be appointed as Non-Executive Independent Director of the Company for a term of five (5) consecutive years from the date of his appointment viz 19th May, 2026, not liable to retire by rotation. In the opinion of the Board Shri N.S. Krishnamma Raja fulfills the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and he is independent of the management, of being eligible for appointment as Independent Director. Shri N.S. Krishnamma Raja is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. He is eligible to receive remuneration by way of sitting fees.

He holds 1320 shares in M/s. Sri Vishnu Shankar Mill Limited.

The Board of Directors is of the opinion that his vast knowledge and experience will be of great value to the Company and hence recommends the Resolution for the approval of the Members.

The notice received under Section 160 of the Companies Act, 2013 and a copy of letter of appointment issued to Shri N.S. Krishnamma Raja as Non-Executive Independent Director would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Disclosure of Interest:

Except Shri N.S. Krishnamma Raja being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution.

Item No. 5

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 ("the Rules"), the Company is required to appoint a cost auditor to audit the cost records of Company, relating to manufacture of Textile Products for the financial year 2026-27.

On the recommendation of the Audit Committee at its meeting held on 29th May, 2026, the Board had approved the appointment of M/s. SVM & Associates, Cost Accountants (FRN: 000536) as the Cost Auditor of the Company to audit the Company's Cost Records relating to manufacture of Textile Products at a remuneration of ₹1,10,000/- (Rupees One Lakh Ten Thousand) plus applicable taxes and out-of-pocket expenses for the financial year 2026-27.

The remuneration of the Cost Audit Firm is required to be ratified by the Members, in accordance with the provisions of Section 148(3) of Companies Act and Rule 14 of Companies (Audit & Auditors) Rules, 2014.

The Directors recommended the Resolution to the Members for their approval.

None of the Directors, Key Managerial Personnel or their relatives are deemed to be interested in this Resolution.

Item No. 6

Pursuant to the approval of the Shareholders dated 20-08-2022, Smt. Sharadha Deepa, was appointed as Managing Director of the Company for a period of five years, effective from 1st April, 2023.

Remuneration as approved at the time of appointment was:

- When the Company earns profits: She shall be paid a remuneration at 5% of the Net Profits of the Company.
- When the Company has no profit or inadequate profits: She shall be paid minimum remuneration of ₹ 180 Lakhs per annum, along with applicable perquisites as prescribed under Section IV of Schedule V of the Companies Act, 2013.

NOTICE

As per Schedule V of the Companies Act, 2013, when a company has no profits or inadequate profits it can pay the said minimum remuneration only for a period of three years, beyond which afresh approval of the Shareholders is required to continue the payment of minimum remuneration till the completion of term of appointment.

Due to inadequate profits, the Company has been giving only minimum remuneration to the Managing Director for the last three years and to continue payment of same minimum remuneration till completion of term of appointment upto 31-03-2028, approval of the Shareholders is sought in accordance with Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013.

Smt. Sharadha Deepa has a Bachelor's Degree in Engineering. She has gained knowledge and experience in Textile Industry for more than two decades. She has been on the Board of Sri Vishnu Shankar Mill Limited, since 2003. Her Skills / Expertise include Strategy Management, Business Management and long term development. She has significantly contributed to the Company's strategic direction and involved in Policy planning.

In recognition of her leadership, expertise, and continued contributions, the Nomination and Remuneration Committee, at its meeting held on 29th May, 2026, recommended the continuation of her existing remuneration as given below till the completion of term of appointment up to 31-03-2028. This recommendation was approved by the Board of Directors at its meeting held on the same day, subject to the approval of shareholders:

Terms of Remuneration:

i. When the Company is having profit;

5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013.

ii. When the Company is having no profit or inadequate profit:

When the Company has no profits or its profits are inadequate, in any financial year, the minimum remuneration for the remaining tenure of her appointment up to 31-03-2028 shall be continued to be paid at ₹ 180 Lakhs per annum along with the following perquisites:

(i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 2025;

(ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;

(iii) Encashment of leave at the end of the tenure; and

(iv) Other perquisites as allowed under Section IV of Schedule V of the Companies Act, 2013.

In addition to the above remuneration, she will also be eligible for any fee paid for attending Meetings of the Board or Committee thereof or for any other purpose, whatsoever as may be decided by the Board as provided in Section 197(5) of the Companies Act, 2013.

It is proposed to authorise the Nomination and Remuneration Committee to fix the quantum and periodicity of the remuneration payable to the Managing Director subject to the limits mentioned in the Resolution.

The remuneration proposed to be payable to Managing Director is in accordance with Nomination and Remuneration Policy of the Company.

Considering the continuity of Smt. Sharadha Deepa as the Managing Director, the Directors recommend the Special Resolution for Members' approval.

None of the Directors and Key Managerial Personnel, except Smt. Sharadha Deepa, whose remuneration is being fixed, Shri P.R. Venketrama Raja, Chairman and Shri S.S. Ramachandra Raja, Director and Shri Srirama Raja, Director being relatives of Smt. Sharadha Deepa, may be deemed to be concerned or interested in the Resolution.

I. General Information:

1	Nature of Industry			Textiles
2	Date of Commencement of Business			23-06-1981
3	Financial performance based on given indicators			
	Year	Total Turnover in ₹ Crores	Total Comprehensive Income Net of Tax ₹ in Crore	Dividend per share in ₹
	2025-26	242.74	-8.81	Nil
	2024-25	282.08	-19.51	Nil
	2023-24	245.73	-26.33	Nil
4	Foreign investments or collaborations, if any			Nil

II. Information about the appointee:

1	Background Details	Smt. Sharadha Deepa is a Promoter and has been on the Board of the Company, since 2003. She took over the management of the Company as Managing Director in January, 2005 Age : 59 Years No. of Equity Shares held in the Company : 6,83,550
2	Qualification & Experience	Smt. Sharadha Deepa has a Bachelor's Degree in Engineering. She has gained knowledge and experience in Textile Industry for more than two decades. Her skills / Expertise include Strategy Management, Business Management and General Administration.
3	Past Remuneration	Remuneration - ₹ 187.50 Lakhs (including contribution to Provident Fund and Superannuation Fund) Sitting Fees : ₹ 0.60 Lakhs
4	Recognition or awards	—
5	Job profile and her suitability	She has rich experience in Textile Industry for more than two decades.
6	Remuneration proposed	When the Company is having profit: 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013. When the Company is having no profit or inadequate profit: When the Company has no profits or its profits are inadequate, in any financial year, She shall be paid remuneration of ₹ 180 Lakhs along with following perquisites:

II. Information about the appointee: (continued)

		i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax, Act, 2025; ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; iii) Encashment of leave at the end of the tenure; and iv) Other perquisites as allowed under Section IV of Schedule V of the Companies Act, 2013 She will also be entitled for sitting fees for meetings of the Board or its Committees attended by her.
7	Comparative Remuneration profile	Remuneration is comparable with respect to industry, size of the Company, profile of the position and person.
8	Relationship with managerial personnel / Pecuniary relationship directly or indirectly with the Company.	She is the sister of Shri P.R. Venketrama Raja, Chairman, Wife of Shri Srirama Raja, Director and daughter in law of Shri S.S. Ramachandra Raja, Director. She has no pecuniary relationship other than the remuneration, she is entitled to receive. Her transactions with the Company are disclosed under the related party transactions.

NOTICE

III. Other Information:

1	Reasons of loss or inadequate profits	Due to geopolitical challenges and sluggish market conditions.
2	Steps taken or proposed to be sstaken for improvement.	Various measures has been taken for increasing productivity and reduction of cost viz., power, labor and other fixed cost.
3	Expected increase in productivity and profits in measurable terms	The aforesaid steps taken by the Company are expected to improve the Company's performance and profitability in future.

iv. Disclosures

Corporate Governance	Not Applicable

By Order of the Board
For **SRI VISHNU SHANKAR MILL LIMITED**,

P.R. VENKETRAMA RAJA
CHAIRMAN
(DIN: 00331406)

RAJAPALAIYAM,
29th May, 2026.

NOTICE

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AT THE ANNUAL GENERAL MEETING

Details of Shri S.S. Ramachandra Raja:

Name of the Director	S.S. Ramachandra Raja
Director Identification Number(DIN)	00331491
Age / DOB	90 Years / 04-09-1935
Qualifications	Shri S.S. Ramachandra Raja has a Bachelors' Degree in Science.
Experience	He has been on the Board of Sri Vishnu Shankar Mill Limited since 1986. He has 4 decades of Industry Experience with the specific knowledge in Textiles, Cement, and Information Technology Sectors.
Terms and conditions of reappointment	Director liable to retire by rotation, under Section 152(6) of the Companies Act, 2013.
Date of First Appointment to the Board	25th April, 1986
Details of remuneration sought to be paid	He will be eligible for remuneration by way of sitting fee and reimbursement of expenses for attending meetings of the Board and other Meetings, as determined by the Board from time to time.
Details of remuneration last drawn during FY 2025-26.	Sitting Fees ₹ 0.75 Lakhs
Shareholding in the Company as on Date	13,470 Equity shares of ₹ 10/- each
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is the uncle of Shri P.R. Venketrama Raja, Chairman and Smt. Sharadha Deepa, Managing Director. Father of Shri Srirama Raja, Director of the Company.
No. of Meetings of the Board attended during FY 2025-26.	4 (FOUR)

Other Directorships	1.	Ramco Industries Limited
	2.	Rajapalayam Mills Limited
	3.	Ramco Management Private Limited
	4.	Sri Sethu Ramasamy Farms Private Limited
	5.	Sudharsanam Investments Limited
	6.	RT Medibus Enterprise Private Limited
	7.	Rajapalayam Chamber of Commerce and Industry
Memberships and Chairmanships of Committees of other Board		Details Given below:

Name of the Company	Name of the Committee	Position Held
Sri Vishnu Shankar Mill Limited	Corporate Social Responsibility Committee	Member
Rajapalayam Mills Limited	Stakeholders Relationship Committee	Member

Details of Shri Arunkumar Goenka:

Name of the Director	Arunkumar Goenka
Director Identification Number (DIN)	00393845
Age / DOB	73 Years / 24-02-1953
Qualification	Shri Arunkumar Goenka has a Bachelors' Degree in Commerce.
Experience	He has been on the Board of Sri Vishnu Shankar Mill Limited since 1983. He has more than 4 decades of Industry Experience with the specific knowledge in Textiles Market.
Terms and conditions of re-appointment	Director liable to retire by rotation, under Section 152(6) of the Companies Act, 2013.
Date of First Appointment to the Board	23rd October, 1983
Details of remuneration last drawn during FY 2025-26.	Sitting Fees ₹ 0.45 Lakhs
Shareholding in the Company as on 31-03-2026	5,320 Equity shares of ₹ 10/- each.

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not applicable
No. of Meetings of the Board attended during the FY 2025-26.	3 (Three)
Other Directorships	M/s. Goenka Syndicate Private Limited
Memberships and Chairmanships of Committees of other Board	Not applicable