

(Govt. Recognised Export House)
Tel.: +91 (22) 6740 0800, 2282 3128 Fax: +91 (22) 22826167 www.spiceislandsindia.com
CIN NO: L17121MH1988PLC050197

Date: November 08, 2023

To,

The Listing/Compliance Department, BSE LTD.

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001

BSE CODE: 526827

Sub: Outcome of the Board Meeting held on November 08, 2023.

Ref.: Regulation 30 & 33 of SEBI (LODR) Regulations, 2015.

Dear Sir/Madam,

The Board of Directors of Spice Islands Apparels Limited ("the Company") at their meeting held today i.e. Wednesday, November 08, 2023 at 3.30 p.m. inter-alia considered and approved the following:

- 1. Approved the Unaudited Financial Results (Standalone) as per IND-AS for the quarter ended September 30, 2023 along with the Limited Review Report of the Auditors is attached as Annexure A.
- 2. On the recommendation of the Nomination and Remuneration Committee, Board has considered and approved, the appointment of Mrs. Shikha Bhura (DIN: 07799537) as an 'Additional Director' in the category of Non-Executive Independent Director' of the Company.

Brief Profile of Mrs. Shikha Bhura, in terms of the SEBI Listing Regulations, is annexed herewith as Annexure – B.

3. On the recommendation of the Nomination and Remuneration Committee, Board has considered and approved, the appointment of Mr. Sandeep Jamnadas Merchant (DIN: 05210128) as an 'Additional Director' in the category of Whole Time Director' of the Company.

Brief Profile of Mr. Sandeep Jamnadas Merchant, in terms of the SEBI Listing Regulations, is annexed herewith as Annexure – C.

4. On the recommendation of the Nomination and Remuneration Committee, Board has considered and approved, the appointment of Mr. Shivanand



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Hemmady (DIN: 00838098) as an 'Additional Director' in the category of Non-Executive Independent Director' of the Company.

Brief Profile of Mr. Shivanand Hemmady, in terms of the SEBI Listing Regulations, is annexed herewith as Annexure – D.

- 6. Company has accepted the resignation of Mrs. Seema Umesh Katre (DIN: 00196783), as Whole-time Director of the Company, and will be relieved from her duties on close of business hours on November 08, 2023. The letter of resignation dated October 31, 2023 received from Mrs. Seema Umesh Katre is enclosed herewith as Annexure E.
- 7. Company has accepted the resignation of Mr. Neeraj Madhukar Desai (DIN: 03184375), as Independent Director of the Company, and will be relieved from his duties on close of business hours on November 08, 2023. The letter of resignation dated October 31, 2023 received from Mr. Neeraj Madhukar Desai is enclosed herewith Annexure F.
- 8. Company has accepted the resignation of Mr. Milind Sitaram Desai (DIN: 00326235), as Independent Director of the Company, and will be relieved from his duties on close of business hours on November 08, 2023. The letter of resignation dated October 31, 2023 received from Mr. Milind Sitaram Desai is enclosed herewith Annexure G.
- 9. Approved the reconstitution of the following Committees of the Board of Directors w.e.f November 08, 2023.

A. The Audit Committee:

Sr. no	Name of the	Position	Category
	Committee Member		
1	Ms. Shikha Bhura	Chairman	Additional - Non-Executive
			Independent Director
2	Mr. Shivanand	Member	Additional - Non-Executive
	Hemmady		Independent Director
3	Mr. Umesh Katre	Member	Non-Executive Non-
			Independent Director

B. The Nomination & Remuneration Committee:

Sr. no	Name of the	Position	Category
	Committee Member		



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1	Mr. Shivanand	Chairman	Additional - Non-Executive
	Hemmady		Independent Director
2	Ms. Shikha Bhura	Member	Additional - Non-Executive
			Independent Director
3	Mr. Umesh Katre	Member	Non-Executive, Non-
			Independent Director

C. The Stakeholders Relationship Committee:

Sr. no	Name of the Committee Member	Position	Category		
1	Mr. Umesh Katre	Chairman	Non-Executive Non -		
			Independent Director		
2	Ms. Shikha Bhura	Member	Additional - Non-Executive		
			Independent Director		
3	Mr. Sandeep	Member	Additional Whole-time		
	Jamnadas Merchant		Director		

10. Approval of request of Reclassification from Promoter Group category to public Category for the following persons belonging to promoter group pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 however as a matter of abundant caution the approval of the shareholders is sought for this resolution through Postal Ballot, BSE Limited and other regulatory authorities, if any.

And further classification of Fotoset Trading Private Limited (Referred as "Acquirer") as Promoter under Regulation 31A (5) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (referred as "LODR")

Accordingly, please find attached herewith, a certified copy of the relevant extract of the minutes of the meeting and the resolution(s) adopted by the Board of Directors at its meeting held today as Annexure - H.

- 11. To change the name of the Company from "Spice Islands Apparels Limited.' to as may be available with ROC, subject to approval of Registrar of Companies, Mumbai and subject to approval of Stock Exchanges i.e. the BSE Limited and subject to approval of Shareholders of the Company through Postal Ballot and subject to approval of any other authority as may be required;
- 12. Alteration of Object Clause of Memorandum of Association



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The company is currently in the business of Textile. This line of business does not offer significant opportunities for growth for the business.

The Board of Directors in their meeting held today proposed to change the main objects of the company and has identified the business of translation and localisation as new business line for growth of company.

- 13. Approved the increase in Authorised Share Capital of the Company from the existing Authorised Share Capital of Rs. 5,00,00,000/- (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 150,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and Consequential Alteration in the Capital Clause of the Memorandum of Association, subject to shareholders' approval through Postal Ballot.
- 14. Approval of Board for selling Machine of the Company to the related party, subject to shareholders' approval through Postal Ballot.
- 15. Approval of Notice of Postal Ballot seeking the consent of the Members for approval of the above mentioned agenda.

The Meeting of the Board of Directors commenced at 3:30 p.m. and concluded at 5.15 p.m.

Kindly take the above information on your records.

Thanking you,

Yours faithfully,

For Spice Islands Apparels Limited

Surbhi Pachori Digitally signed by Surbhi Pachori Digitally signed by Surbhi Pachori Digitally signed by Surbhi Pachori

Surbhi Pachori Company Secretary

Place: Mumbai

Annexure A Spice Islands Apparels Limited

Regd.Office: Unit 3043-3048, 3RdFl, Bhandup Industrial Estate Pannalal Silk Mills Compd, L.B.S. Marg, Bhandup-W, Mumbai-400078 CIN:L17121MH1988PLC050197

Statement of UnAudited Financial Results For the Quarter Ended September , 30, 2023

Prepared in compliance with the Indian Accounting Standards(Ind-AS)

(Rs in Lakhs)

		Quarter Ended	ion i	Half Yearly		Yearly	
	30.09.2023	30.06.2023	30.09.2022	30.09.2023	30.09.2022	31.03.2022	31.03.2023
Particulars	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	Audited
Income		†					
Revenue from operations	12.50	19.67	14.57	32.17	16.57	267.64	85.8
Other Income	7.55	1.20	1.36	8.75	5.26	11.11	22.0
	20.05	20.88	15.93	40.93	21.83	278.75	107.5
Expenses	7						
Cost of materials consumed	0.00	0.00	0.33	0.00	2.08	161.45	48.9
Purchase of stock in trade		0.000	580-623		l I	5,095,580,9054	
Change in inventories of finished goods, stock in trade	0.00		0	0.00		2.80	-
Employee benefit expenses	0.75	0.75	0.86	1.50	1.64	19.61	3.8
Finance costs	1.59	1.56	0.81	3.15	1.89	7.95	6.0
Depreciation and amortisation	0.81	0.86	1.61	1.67	2.70	14.50	4.2
Other Expenses	8.50	12.70	15.75	21.19	24.69	202.73	55.1
Total Expenses	11.65	15.87	19.36	27.52	33.00	409.04	118.
Profit/(Loss) before exceptional items and Tax	8.41	5.00	(3.44)	13.41	(11.17)	(130.29)	(10.2
Exceptional Items-Others Gain/(Loss)	107020	-		2400000		-	
Profit/(Loss) before Tax	8.41	5.00	(3.44)	13.41	(11.17)	(130.29)	(10.2
Tax Expenses		133633	1.000		\$20000000000000000000000000000000000000	1.36	1.5
Deffered Taxes asset/(liability)	0			0	l I	-	
Profit/(Loss) for the period from Continuing operations	8.41	5.00	(3.44)	13.41	(11.17)	(131.65)	(12.2
Other Comprehensive Income(net of income tax)							
A Items that will not be reclassified to profit or loss					l I	2.49	1.3
B Items that will be reclassified to profit or loss.					l I	***************************************	
Total other Comprehensive Income		-				2.49	1.
Total Comprehensive Income for the period	8.41	5.00	(3.44)	13.41	(11.17)	(129.16)	(10.4
Paid up Equity Share Capital (Face value ₹ 10 per share)	430.00	430.00	430.00	430.00	430.00	430.00	430.
Earnings per share (Equity shares , par value Rs.10/- each)							
Basic	0.20	0.12	(0.08)	0.31	(0.26)	(3.06)	(0.2
Diluted	0.20	0.12	(0.08)	0.31	(0.26)	(3.06)	(0.2
(Below notes are integral part of financials)		1555			58 38	3 7	200

Notes to the Statement of Un-Audited Financial results for the quarter and year ended September 30, 2023:

- 1 The results have been prepared in accordance with the Companies (Indian Accounting Standards)Rules, 2015 (Ind AS) prescribed under section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable.
- 2 The above financial results have been reviewed by the Audit Committee of the board and subsequently approved by the Board Of Directors at its respective meetings held on 8th November , 2023. The results have been reviewed by the Statutory Auditor of the Company.
- 3 Spice Islands Apparels Limited (the Company) operates in a single business segments, of sale of gamments. As such no farther disclosures are required
- 4 Previous period figures have been regiouped/rearranged wherever considered necessary to conform to the present presentation.
- 5 The company has undertaken several cost cutting measures, to further cut down expenses and reduce losses. Company believes that it will be able to recover from losses in the next succeeding years once the market stabilises. Accordingly, the accompanying Company's financial statements have been prepared assuming that the Company will continue as a going concern which contemplates the realization of assets and the settlement of liabilities in the normal course of business. Accordingly, the financial statement has been prepared on a going concern basis

for and on behalf of the board of Director of SPICE ISLANDS APPARELS LTD

Umesh

Digitally signed by Mohan Katre Date: 2023.11.08 17:13:58

Umesh Katre Chairman & MD Din No: 00196300

Place Mumbai Date: 8th November ,2023

Spice Islands Apparels Limited

Regd.Office: Unit 3043-3048, 3Rd Fl, Bhandup Industrial Estate Pannalal Silk Mills Compd, L.B.S. Marg, Bhandup-W, Mumbai-78

CIN:L17121MH1988PLC050197

<u>Un Audited Statement of Assets and Liabilities For the Quarter Ended September 30 2023</u>

Prepared in compliance with the Indian Accounting Standards (Ind-AS)

Particulars	For the period ended 30 Sept	For the period ended 30 sept	For the period ended 31 March
T	2023 (Unaudited)	2022 (Unaudited)	2023 (Audited)
ASSETS	,	,	,
Non-current assets			
Property, Plant and Equipment	58.60	61.94	60.28
Right of Use Asset Intangible Assets		-	
Financial assets		_	
- Investments		_ _	
- Loans	2.49	23.81	22.50
- Other financial assets		-	
Non-Current Tax Assets	7.63	7.21	6.02
Deferred tax assets (Net)	67.42	67.42	67.42
Other non-current assets	136.15	160.38	156.21
Current assets	150.15	100.56	130.21
Inventories		0.40	-
Financial assets		-	-
- Investments	0.24	0.28	0.16
- Trade receivable	-	3.01	5.53
- Loans - Cash and cash equivalents	- 1.61	- 3.57	- 1.06
- Other bank balances	6.28	6.28	6.28
- Other financial assets	-	3.25	3.25
Other current assets	19.33	38.01	22.26
		-	
Non- Current Assets Held for Sale	-	-	-
	27.46	54.80	38.54
	163.61	215.19	194.75
EQUITY & LIABILITIES	103.01	213.17	174.73
Equity			
Equity share capital	430	430.00	430.00
Other equity	(479.08)	(493.24)	(492.49)
	-49.08	-63.24	-62.49
LIABILITIES			
Non-current liabilites			
Financial liabilities			
- Borrowings	62.50	-	62.50
- Other financial liabilities	• • •	- 	-
Provisions	3.84 66.34	7.61 7.61	3.34 65.84
Current liabilities	00.34	/.01	05.84
Financial liabilities			
- Borrowings	-	5.46	
- Trade and other payables	-		
Due to Micro, Small and Medium	-	_	
Due to Other than Micro, small and	- 41 00	22.11	9.52 78.14
- Other financial liabilities Other current liabilities	41.88 96.86	230.60 6.88	78.14 103.25
Outer current naomities	JU.00	0.00	103.23

Provisions	7.61	5.77	0.50
Current tax liabilities (Net)	-		
, ,	146.36	270.82	191.41
	163.61	215.19	194.75
(Below notes are integral part of final	ncials)		
			nage 1/2

Spice Islands Apparels Limited

Regd.Office: Unit 3043-3048, 3Rd Fl, Bhandup Industrial Estate Pannalal Silk Mills Compd, L.B.S. Marg, Bhandup-W, Mumbai-78

CIN:L17121MH1988PLC050197

<u>Un Audited Statement of Assets and Liabilities For the Quarter Ended September 30, 2023</u>

Prepared in compliance with the Indian Accounting Standards(Ind-AS)

Notes to the Statement of Un Audited Financial results for the quarter and year ended **Sept 30, 2023:**

The results have been prepared in accordance with the Companies (Indian Accounting Standards)Rules, 2015 (Ind AS) prescribed under section 133 of the Companies Act. 2013 and other recognized accounting practices and policies to the extent

Act,2013 and other recognized accounting practices and policies to the extent applicable.

The above Un Audited financial results have been reviewed by the Audit Committee of the board and subsequently approved by the Board Of Directors at its respective

- 2 meetings held on **8th November**, **2023**. The results have been reviewed by the Statutory Auditor of the Company.
- Previous period figures have been regrouped/rearranged wherever considered necessary to conform to the present presentation.

Place: Mumbai

Date: 8th November 2023

for and on behalf of the board of Director of Spice Islands Apparels Ltd.

Umesh Mohan Katre Digitally signed by Umesh Mohan Katre Date: 2023.11.08 17:14:30 +05'30'

Umesh Katre Chairman & MD Din No: 00196300

page 2/2

CIN: L17121MH1988PLC050197

Unit 3043-3048, 3Rd Fl, Bhandup Industrial Estate Pannalal Silk Mills Compd, L.B.S. Marg, Bhandup-W, Mumbai-400078 Un-Audited Statement Cash Flow Statements for the Quarter ended 30th Sept,2023

Prepared in compliance with the Indian Accounting Standard (Ind- AS)

Particulars	For the year ended	For the year ended	For the year ended
	30 September 2023	30 September 2022	31 March 2023
	Un-Audited	Un-Audited	Audited
Cash flow from operating activities:			
(Loss) before tax	13.41	(9.80)	(10.25)
Adjustments:			
- Finance cost	3.15	0.81	6
- Interest income		-	0
- Dividend Income		-	0
- Liabilities no longer required written back		-	-18.83
- Depreciation and amortisation	1.67	1.61	4.28
- (Gain)/Loss on sale of Fixed Asset		-	4.60
- Fair Value Adjustment to Investments		-	-0.02
- Trade recivable written off		-	0
- (Gain)/Loss on sale of Investments		-	1.81
Provision for Doubtful Assets			1.61
- Actuarial gain/ (loss) reclassed to OCI		-	0
Operating cash flow before working capital changes	18.23	(7.00)	(10.80)
Changes in			
- Decrease/(Increase) in Inventories	-	1.35	1.75
- Decrease/(Increase) in Trade receivables	5.53	74.46	71.93
- Decrease/(Increase) in Financial Assets	23.17	(0.02)	1.62
- Decrease/(Increase) in Other Non-financial Assets	2.93	32.67	31.13
- Decrease/(Increase) in Other Assets			0
- Increase/ (Decrease) in Trade payables	(9.52)	(1.54)	3.71
- Increase/ (Decrease) in Financial liabilities	(36.26)	117.60	(34.86)
- Increase/ (Decrease) in Other liabilities	(6.38)	(167.83)	(71.47)
- Increase/ (Decrease) in Provisions	7.61	7.61	(1.94)
Cash (used in)/ generated from operations	5.31	57.30	(8.93)
Income taxes (paid)/ refund	(1.61)	-	16.28
Net cash generated (used in) operating activities	3.70	57.30	7.33
Cash flow from investing activities:			
Purchase of Property, Plant and Equipment		-	-0.23
Purchase of Intangible Assets			-
Proceeds from sale of Property, Plant and Equipment		20.72	15.35
Advance received for sale of Property, Plant and Equipment			-
Purchase of Investments			-
Sale Proceeds from Investment		-	-
Repayment/(Increase) in Deposits with Corporates and other	rs	0.19	-
Interest Received		-	-
Dividend Income		-	-
Net cash (used in) investing activities	-	20.91	15.12
Cash flow from financing activities:			
Proceeds from / (repayment) of borrowings	_	(81.29)	(24.25)
Interest paid on Borrowings	(3.15)	(0.81)	(6.00)

Dividend paid on Equity Shares (previous year's) Tax on Equity Dividend paid		-	О
Net cash generated from financing activities	(3.15)	(82.11)	(30.25)
Net (decrease)/ increase in cash and cash equivalents	0.56	(5.29)	(7.81)
Cash and cash equivalents at the beginning of the year	7.34	15.15	15.15
Cash and cash equivalents at the end of the year	7.90	9.85	7.34
Cash and cash equivalents comprise of:			
Cash on hand	0.06	3.57	0.37
Balances with banks			
- in current accounts	1.55	6.28	0.69
- in unpaid dividend accounts	6.28		6.28
	7.90	9.85	7.34
		for and on behalf of the boa	ard of directors of
		Spice Islands Apparels Lin	mited
	l	Jmesh Digitally signed by Umesh	
	Mohan Mohan Katre		
	ŀ	Natre Date: 2023.11.08 17:14:53 +05'30'	
		Umesh Katre	

Chairman & MD

(Din-00196300)

Place : Mumbai

Date:08 th November,2023

CA

SACHIN PHADKE & ASSOCIATES

CHARTERED ACCOUNTANTS

313/309, New Bldg., Shastri- Hall, Nana chowk, J.D.Road, Grant Road, Mumbai – 400 007 Cell: 9594743444 email: spassociates 23@gmail.com

Independent Auditor's Review report on Unaudited Quarterly and Year to date financial results of Spice Islands Apparels Limited pursuant to the Regulations 33 of SEBI (Listing obligations and Disclosures Requirements) Regulations, 2015, as amended ("Listing Regulations")

To the Board of Directors of Spice Islands Apparels Limited

We have reviewed the accompanying statement of Unaudited financial results of Spice Islands Apparels Limited ("the Company") for the quarter ended 30th September, 2023 ("the statement") and year to date results for the period from 1st April, 2023 to 30th September, 2023 attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, as amended.

This statement, which is the responsibility of the Company's Management and which has been approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial reporting "("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to issue a report on the statement based on our review.

We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information performed by the Independent auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A Review is substantially less in scope than an audit conducted in accordance with Standards of Auditing and consequently does not enable us to obtain assurance that we have become aware of all significant matters that may be identified in an audit. Accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that caused us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ("Ind AS") specified under Section 133 of the Companies Act, 2013, read with relevant rules issued there under and other recognized accounting

practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and disclosure Requirements) Regulations 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated 5th July 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Material Uncertainty Related to Going Concern

As at 30th September, 2023 Company's net worth is negative amounting to Rs 49.08 lacs. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. However management has represented to us that they are exploring the possibility of market expansion and are confident of eventually generating profit. Considering all efforts undertaken and further efforts in pipeline, the management is firm about the recoverability of the losses and earning profits in the subsequent years. Accordingly, the accompanying Company's Financial Statements have been prepared assuming that the Company will continue as a going concern which contemplates the realization of assets and settlement of liabilities in the normal course of business. Our opinion is not modified in respect of this matter.

For Sachin Phadke & Associates
Chartered Accountants

Firm Registration Number: 133898W

CA Sachin Phadke Proprietor

Membership No: 117084

UDIN: 23117084BGZEAC1356

Place: Mumbai

Date: 08th November, 2023

Annexure – B

Additional Details as required under Regulation 30 and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and _ Disclosure Requirements) Regulations, 2015

Appointment of Mrs. Shikha Bhura (DIN: 07799537) as an Additional Non - Executive Independent Director of the Company

Sr.	Particulars	Remarks
1	Reason for change viz., appointment, resignation, removal, death or otherwise	Appointment
2	Date of appointment/cessation (as applicable) & terms of appointment	November 08, 2023
3	Brief Profile (in case of appointment)	B.A Hons. (Pol Sc), LL.M. (Business Law) Shikha is a strict negotiator and upright with her arguments. She is detailed with her approach and precise with her reasoning. She has experience in arguing matters before investigation authorities, judicial & quasi-judicial authorities, various tribunals, and conducting arbitration proceedings. Having considerable years of experience in Criminal and Civil Practice, gives her command over the subject. She started practicing in New Delhi for about 5 years after graduating in Law before moving to Mumbai.
		She has to her credit a working experience in the legal profession in Delhi and Mumbai with the required knowledge/ information of practice in Supreme Court, High Court of Delhi and Bombay and in leading Tribunals at Delhi, Mumbai, Ahmedabad amongst others. Her expertise lies in matters related to criminal investigations, property/ family disputes, economic offences, insolvency and various company related issues. Moreover, she has a passion for teaching. Whenever her schedule allows, she engages in taking guest lectures at various colleges.

4	between directors (in case	Not related to any of the Directors of the Company.
	of appointment of	
	Director)	
5	I -	We confirm that Mrs. Shikha Bhura is
	under Circular No. LIST/COMP/14/2018-	not debarred from holding the office of Director, by virtue of any SEBI order or
	19 and	' '
	NSE/CML/2018/02	
	dated June 20, 2018	
	issued by the BSE and	
	NSE, respectively	

Annexure – C

Additional Details as required under Regulation 30 and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and _ Disclosure Requirements) Regulations, 2015

Appointment of Mr. Sandeep Jamnadas Merchant (DIN: 05210128) as an Additional Whole-time Director of the Company

Sr.	Particulars	Remarks
no		
1	Reason for change viz., appointment, resignation, removal, death or otherwise	Appointment
2	Date of appointment/cessation (as applicable) & terms of appointment	November 08, 2023
3	Brief Profile (in case of appointment)	Mr. Sandeep Jamnadas Merchant has a _ deep knowledge of fund administration and investment philosophies, deep understanding of data analytics and _ technology, a formidable combination. In the opinion of the Board, Mr. Sandeep Jamnadas Merchant fulfills the conditions specified in the Companies Act, 2013 and Sebi (LODR) 2015.
4	Disclosure of relationship between directors (in case of appointment of Director)	Not related to any of the Directors of the Company.
5	Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated June 20, 2018 issued by the BSE and NSE, respectively	We confirm that Mr. Sandeep Jamnadas Merchant is not debarred from holding the office of Director, by virtue of any SEBI order or any other such authority.

Annexure – D

Additional Details as required under Regulation 30 and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and _ Disclosure Requirements) Regulations, 2015

Appointment of Mr. Shivanand Hemmady (DIN: 00838098) as an Additional Non - Executive Independent Director of the Company

Sr.	Particulars	Remarks
no		
1	Reason for change viz., appointment, resignation, removal, death or otherwise	Appointment
2	Date of appointment/cessation (as applicable) & terms of appointment	November 08, 2023
3	Brief Profile (in case of appointment)	Mr. Shivanand Hemmady is a Fellow Member of The Institute of Company Secretaries of India. Worked in senior position as Company Secretary for 30 years, having experience in Public Issues, Company Secretarial matters, legal/finance documentation, legal matters, dealt with Registrar of Companies, Company law Board, Regional Director, SEBI, Stock Exchanges, RBI, banks, financial Institutions and other authorities. Dealt with various Banks/financial Institutions, viz. GIC, LIC, NIAC, OIC, NIC, ICICI BANK, BANK OF INDIA, IDBI, ALLAHABAD BANK, S B of Hyderabad and others and arranged finance for corporate for 10 years. Dealt with RBI with regard to approval for Foreign Collaboration Agreement, remittance, Swiss Credit, Joint Venture etc. for 5 years. Dealt with various Central /State Government Departments. Handled mega Public Issues. Handled compliance of 40 group companies, including 4 listed companies. Registration of many trademarks of group companies in India and foreign, their renewals. Attended

		court cases at Hon'ble High courts and lower courts.
4	Disclosure of relationship between directors (in case of appointment of Director)	1
5	Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated June 20, 2018 issued by the BSE and NSE, respectively	Hemmady is not debarred from holding the office of Director, by virtue of any

SEEMA UMESH KATRE

4, South Dilwara Cooperage, Maharshi Karve Road, Cooperage Telephone Exchange, Nariman Point Mumbai 400021

Date: October 31, 2023

To,

The Board of Directors

Spice Islands Apparels Limited

Unit 3043-3048, 3rd Fl, Bhandup Industrial Estate, Pannalal Silk Mills Compd, L.B.S. Marg, Bhandup-W Mumbai 400078.

Sub: Resignation from the position of Whole Time Director of the Company.

Dear Sir/Madam,

Due to my pre-occupation elsewhere, I am not in a position to devote my time to the affairs of the Company. Accordingly, I am submitting my resignation as Whole Time Director of the Company with effect from closure of working hour of November 08, 2023

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I confirm that there are no other material reasons other than the one mentioned above for my resignation from the Board of the Company.

Names of listed entities in which I am holding directorships, category of directorship and membership of board committees as on the date of this letter is annexed as annexure - "A" hereto.

I request you to kindly accept the same and give necessary intimation to the Stock Exchange and Registrar of Companies in accordance with the provisions of the applicable laws and provide me copies of the same for my reference and

records.

I am thankful to the Directors and Shareholders of the Company for selecting

me on the Board as a Whole Time Director. I was extremely happy to work as a

Whole Time Director of the Company and extended all my support for benefit of

the Company.

With warm regards,

Seema Umesh Katre
Umesh Katre

Date: 2023.10.31
12:21:07 +05'30' Seema

Digitally signed by

(Seema Umesh Katre)

Director

Din: 00196783

Annexure - A

Sr.	Name of the Listed		Membership of
no	Companies	Directorship	Board Committees
1	Spice Island Apparels	Whole-time	Stakeholders
	Limited	director	Relationship
			Committee

Annexure - E

Details of Directors as required under Schedule III - Para A(7B) of Part A of SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September 2015:

Sr.	Details of Events that need to	Information of such event(s)
no	be	
	provided	
1	Reason for change viz. resignation	Mrs. Seema Umesh Katre (DIN: 00196783), has submitted her resignation as an Whole-time Director of the Company with effect from close of business hours on November 08, 2023, due to her other professional Commitment.
2	Date of cessation (as applicable) & term of appointment	Close of business hours on November 08, 2023.
3	Brief profile (in case of appointment)	Not Applicable
	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable
4	Letter of Resignation along with detailed reason for resignation	Enclosed
5	Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.	Enclosed as Annexure A
6		

NEERAJ MADHUKAR DESAI

G-402, Golden Square C.H.S Sunder Nagar, Kalina, Santacruz (East) Mumbai 400098

Date: October 31, 2023

To,

The Board of Directors

Spice Islands Apparels Limited

Unit 3043-3048, 3rd Fl, Bhandup Industrial Estate,

Pannalal Silk Mills Compd, L.B.S. Marg,

Bhandup-W Mumbai 400078.

Sub: Resignation from the position of Independent Director of the

Company.

Dear Sir/Madam,

I hereby tender my resignation as the Independent Director of the Company

with effect from closure of working hour of November 08, 2023. The resignation

is purely on account of personal reasons, other commitments and my desire to

pursue in areas of interest

In terms of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, I confirm that there are no other material reasons other

than the one mentioned above for my resignation from the Board of the

Company.

Names of listed entities in which I am holding directorships, category of

directorship and membership of board committees as on the date of this letter

is annexed as annexure - "A" hereto.

I request you to kindly accept the same and give necessary intimation to the

Stock Exchange and Registrar of Companies in accordance with the provisions

of the applicable laws and provide me copies of the same for my reference and

records.

I Thanks the members of the Board and the management for their support during my tenure as Independent Director of the Company.

With warm regards,

NEERAJ Digitally signed by NEERAJ MADHUKAR DESAI DESAI Date: 2023,10,31 12:04 12 +05'30

(Neeraj Madhukar Desai)

Director

DIN: 03184375

Annexure – A

Sr.	Name of the Listed	Category of	Membership of Board
no	Companies	Directorship	Committees
1	Spice Island Apparels	Whole-time	Audit Committee,
	Limited	director	Nomination &
			Remuneration
			Committee, Stakeholders
			Relationship Committee
			and Independent Director
			Committee.

Annexure - F

Details of Directors as required under Schedule III – Para A (7B) of Part A of SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September 2015:

Sr.	Details of Events that need to	Information of such event(s)
no	be	
	provided	
1	Reason for change viz. resignation	Mr. Neeraj Madhukar Desai (DIN: 03184375),, has submitted his resignation as an Independent Director of the Company with effect from close of business hours on November 08, 2023, due to his other professional Commitment.
2	Date of cessation (as applicable)	Close of business hours on
	& term of appointment	November 08, 2023.
3	Brief profile (in case of appointment)	Not Applicable
	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable
4	Letter of Resignation along with detailed reason for resignation	Enclosed
5	Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.	Enclosed as Annexure A
6	* * * * * * * * * * * * * * * * * * *	•

MILIND SITARAM DESAI

1/5, Shah Building, Dr. Sitaram Ganesh Desai Marg, Mahim. Mumbai 400016

Date: October 31, 2023

To.

The Board of Directors

Spice Islands Apparels Limited

Unit 3043-3048, 3rd Fl, Bhandup Industrial Estate, Pannalal Silk Mills Compd, L.B.S. Marg, Bhandup-W Mumbai 400078.

Sub: Resignation from the position of Independent Director of the Company.

Dear Sir/Madam,

I hereby tender my resignation as the Independent Director of the Company with effect from closure of working hour of November 08, 2023. The resignation is purely on account of other professional commitments and my desire to pursue in my areas of interest.

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I confirm that there are no other material reasons other than the one mentioned above for my resignation from the Board of the Company.

Names of listed entities in which I am holding directorships, category of directorship and membership of board committees as on the date of this letter is annexed as annexure - "A" hereto.

I request you to kindly accept the same and give necessary intimation to the Stock Exchange and Registrar of Companies in accordance with the provisions of the applicable laws and provide me copies of the same for my reference and records.

I Thanks the members of the Board and the management for their support during my tenure as Independent Director of the Company.

With warm regards,

hosom

(Milind Sitaram Desai)

Director

DIN: 00326235

Annexure - A

Sr.	Name of the Listed	Category of	Membership of Board
no	Companies	Directorship	Committee
1	Spice Island Apparels	Director	Audit Committee,
	Limited		Nomination and
			Remuneration Committee
			and Independent Director
			Committee
2	IIT Investrust Limited	Director	NA
3	Industrial Investment	Director	Audit Committee,
	Trust Limited		Nomination and
			Remuneration Committee
			and Risk Management
			Committee
4	Emmessar Biotech And	Director	Audit Committee,
	Nutrition Ltd		Stakeholders Relationship
			Committee and
			Nomination and
			Remuneration Committee
5	IITL Projects Limited	Director	Audit Committee,
			Stakeholders Relationship
			Committee and
			Nomination and
			Remuneration Committee

Annexure – G

Details of Directors as required under Schedule III - Para A(7B) of Part A of SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September 2015:

Sr.	Details of Events that need to	Information of such event(s)
no	be	
	provided	
1	Reason for change viz. resignation	Mr. Milind Sitaram Desai (DIN: 00326235), has submitted his resignation as an Independent Director of the Company with effect from close of business hours on November 08, 2023, due to his other professional Commitment.
2	Date of cessation (as applicable) & term of appointment	Close of business hours on November 08, 2023.
3	Brief profile (in case of appointment)	11
	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable
4	Letter of Resignation along with detailed reason for resignation	Enclosed
5	Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.	Enclosed as Annexure A
6	The director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided	



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CIN NO: L17121MH1988PLC050197

Annexure - H

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF BOARD OF DIRECTORS OF SPICE ISLANDS APPARELS LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT 3043-3048, 3RD FL, BHANDUP INDUSTRIAL ESTATE PANNALAL SILK MILLS COMPD, L.B.S. MARG, BHANDUP-W MUMBAI, 400078 ON WEDNESDAY, NOVEMBER 08, 2023 AT 03:30 P.M.

TO CONSIDER AND APPROVE THE REQUESTS RECEIVED FROM PERSON FALLING UNDER PROMOTER GROUP FOR RECLASSIFICATION FROM "PROMOTER GROUP CATEGORY" TO "PUBLIC CATEGORY"

RESOLVED THAT pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and subject to approval Members through Postal Ballot, BSE Limited ("BSE") and such other authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the approval of the Board be and is hereby accorded for the reclassification of request received from Person Falling Under Promoter Group, from the "Promoter Group" Category to the "Public" Category in the shareholding of the Company.

RESOLVED FURTHER THAT on approval of the Shareholders and from Stock Exchange upon application for reclassification of the aforementioned applicants, the company shall effect such reclassification in the statement of shareholding pattern on immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition Of Shares And Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange, seeking approvals from BSE and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to



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represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions."

RESOLVED FURTHER THAT, after such re-classification of above shareholders, only the following shareholders shall be the Promoters/Promoter group category shareholders of the Company:

Sr. No	Name of the Shareholder	No. of Shares held	Percentage Shareholding (%)
1	Fotoset Trading Private Limited	2687390	62.50 %

RESOLVED FURTHER THAT on approval of the stock exchange upon application for re-classification of the aforesaid persons, the Company shall effect such reclassification in the statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and all other applicable provisions of all other laws and regulations.

RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolution, the Board or such other officers of the company authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard and to submit all the requisite applications, declarations, undertakings, representations, filings, etc. with the Stock Exchange(s) and other regulatory authorities as may be required in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

For Spice Islands Apparels Limited

Surbhi Pachori Dale: 2023.11.08 17:18:40 405'30'

Surbhi Pachori Company Secretary



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EXTRACT OF THE MINUTES OFTHE BOARD OFDIRECTORS OFAIRAN LIMITED HELDAT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT 3043-3048, 3RD FL, BHANDUP INDUSTRIAL ESTATE PANNALAL SILK MILLS COMPD, L.B.S. MARG, BHANDUP-W MUMBAI, 400078 ON WEDNESDAY, NOVEMBER 08, 2023 AT 03:30 P.M.

TO CONSIDER AND APPROVE THE REQUESTS RECEIVED FROM PERSON FALLING UNDER PROMOTER GROUP FOR RECLASSIFICATION FROM PROMOTER GROUP CATEGORYTO PUBLIC CATEGORY.

The Board was informed that Person Falling Under Promoter Group had vide their Letters dated November 08, 2023 requested the Company for reclassifying them from "Promoter Group Category" to "Public Category. The said requests were placed before the Board for their approval.

Person Falling Under Promoter Group, has specifically mentioned in the application that they are satisfying all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 and also confirmed that at all times from the date of reclassification, they shall continue to comply with conditions mentioned in Regulation 31A of SEBI (LODR) Regulations, 2015 (as amended) post reclassification from "Promoter Group" to "Public". Further Chairman informed the Board that Mr. Umesh Katre has not resigned from the Board in order to support the newly constituted Board and once the Board will settle down Mr. Umesh Katre will step down from the Baord.

In view of the provisions of Regulation 31A of SEBI (LODR) Regulations, 2018 and on satisfaction of the conditions (i) to (vii) specified in clause (b) of sub-regulation (3) and compliance of sub-regulation (4) of Regulation 31A of SEBI (LODR) Regulations, 2015, the members of the Board are of the view that applications for reclassification from Promoter Group Category to Public Category be accepted and shall be placed before the approval of Shareholders through Postal Ballot and BSE.

Further the Company is in receipt of a request from Fotoset Trading Private Limited (CIN U46695KA1981PTC004565), for seeking classification as



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Promoter pursuant to open offer by them offer vide letter of offer dated April 06, 2023 and Share purchase agreement.

Pursuant to the said open offer, Acquirer had given offer to acquire 11,18,000 Fully Paid-up Equity Shares of the face value of Rs. 10/- each under Regulation 3 (1) & 4 and other applicable Regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and Share Purchase Agreement("SPA") to acquire 26,80,790 equity shares of Spice Islands Apparels Limited. Since the open offer has been completed and therefore, upon their request, the Company has now classified the Acquirer as Promoter as per the Regulation 31A (5) of LODR and BSE checklist on Reclassification of promoter and Promoter Group shareholders, however as a matter of abundant caution the approval of the shareholders is sought for this resolution.

Members of the Board then passed the following resolutions unanimously.

RESOLVED THAT pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to approval of Shareholders and subject to approval of BSE (Stock Exchanges) and such other authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the approval of the Board be and is hereby accorded for the reclassification of request received from Person Falling Under Promoter Group, from the "Promoter Group" Category to the "Public" Category in the shareholding of the Company.

RESOLVED FURTHER THAT on approval of the Stock Exchange upon application for reclassification of the aforementioned applicants, the company shall effect such reclassification in the statement of shareholding pattern on immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements)Regulations, 2015 and compliance to Securities and Exchange Board of India Substantial Acquisition Of Shares And Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking



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approvals Shareholders in the ensuing Annual General Meeting, and BSE and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions.

RESOLVED FURTHER THAT, after such re-classification of above shareholders, only the following shareholders shall be the Promoters/Promoter group category shareholders of the Company:

Sr. No	Name Sharehold		No. of Shares held	Percentage Shareholding (%)
1	Fotoset	Trading	2687390	62.50 %
	Private Lin	nited		

RESOLVED FURTHER THAT on approval of the stock exchange upon application for re-classification of the aforesaid persons, the Company shall effect such reclassification in the statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and all other applicable provisions of all other laws and regulations.

RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolution, the Board or such other officers of the company authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard and to submit all the requisite applications, declarations, undertakings, representations, filings, etc. with the Stock Exchange(s) and other regulatory authorities as may be required in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

For Spice Islands Apparels Limited

Surbhi Pachori Digitally signed by Surbhi Pachori Date: 2023.11.0817:19.04+05'30'

Surbhi Pachori Company Secretary

UMESH MOHAN KATRE

4, SOUTH DILWARA COOPERAGE, MAHARSHI KARVE ROAD, COOPERAGE TELEPHONE EXCHANGE, NARIMNAN POINT, MUMBAI - 400021

То

The Board of Directors,

Spice Islands Apparels Limited

Unit 3043-3048, 3rd Fl, Bhandup Industrial Estate Pannalal Silk Mills Compd, L.B.S. Marg, Bhandup-W Mumbai, 400078

Subject: Request for Re-classification from 'Promoter and Promoter Group' to 'Public' under Regulation 31A to SEBI (LODR) Regulations, 2015.

Dear Sir,

This request is made to the Company pursuant to Regulation 31 A (3)(a)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-classification of Promoter and promoter group and the list of the promoter and promoter group who are seeking reclassification from Promoters to the Public category is attached as Annexure – 1, since we are complying with the all conditions prescribed 31A(3)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as mentioned below.

- (i) As on date we are holding directly or indirectly nil shares in the Company i.e. less than 10% of the total voting rights in the Company;
- (ii) We are not controlling the affairs of the Company directly or indirectly;
- (iii) We are not having any special rights in the Company through formal or informal arrangements including through any shareholder agreements;
- (iv) No representation on the Board of Directors (including not having a nominee director) of the Company, except me i.e. Mr. Umesh Katre (Non-Executive Non Independent Director) in order to support the newly constituted Board and once the Board will settle down I will step down from the Baord.
- (v) Not acting as a key managerial person in the Company;
- (vi) We are not a "willful defaulter' as per the RBI guidelines;
- (vii) We are not a fugitive economic offender.

Further we also under take to comply with the following conditions subsequent to seeking reclassification as public,

- (a) We shall continue to comply with conditions mentioned at sub clauses (i), (ii) and (iii) of clause
- (b) of sub regulation 3 as specified above at all times from the date of such re-classification.
- (b) We shall comply with conditions mentioned at sub-clauses (iv) and (v) of clause (b) of sub-regulation 3 mentioned above for a period of not less than three years from the date of such re-classification.

The rationale behind this request is that we have no role to play in the affairs of the Company, have no special rights, no pecuniary or other interest in the company directly or indirectly.

Under the above circumstances, you are requested to consider my request to take necessary next steps to re-classify my status from Promoter to Public category.

Kindly take the same on your record.

Thanking You

Yours Faithfully,

On behalf of Promoters and promoter group

Umesh Digitally signed by Umesh Mohan Katre Date: 2023.11.08 10:19:44 +05'30'

Umesh Katre Place: Mumbai

Date: November 08, 2023

Annexure - 1

<u>Details of Promoter and Promoter Group Persons along with Persons acting in Concert who are seeking reclassification from Promoters to the Public category.</u>

Sr. No.	Name of the Promoter/Promoter Group Person	
1.	Mr. Umesh Mohan Katre	
2.	Mrs. Seema Umesh Katre	
3.	Umesh M Katre HUF	
4.	Mohan G Katre HUF	
5.	Ms. Anjaliben Shyambhai Shevade	

On behalf of Promoters and promoter group

Umesh Digitally signed by Umesh Mohan Katre Date: 2023.11.08 10:21:06 +05'30'

Umesh Katre Place: Mumbai

Date: November 08, 2023