

Date: 03-09-2025

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai-400001

LWSKNIT/ Scrip- 531402 / ISIN- INE281M01013

Sub: Notice of Annual General Meeting 2025

Dear Sir,

The company is hereby submitting the approved Notice for the **36th Annual General Meeting** of the Company, to be held on **30th September 2025 at 10.30 AM** at 516-518, 4th Floor, Global Star Hosiery Complex, Near Chand Cinema, G.T. Road (W), Ludhiana-141008, Punjab.

Please take it in your records.
This is for your information please.

Thanks & Regards,
For L W S KNITWEAR LIMITED

(Girish Kapoor)
(Managing Director)
(DIN: 01870917)

CIN- L55101PB1989PLC009315

Registered Office: G.T. ROAD (W), LUDHIANA-141008 (INDIA)

Phone: +91-98778-15974, Email: info@lwsknitwear.com, lwsknitwear@gmail.com

Website: www.lwsknitwear.com



L W S KNITWEAR LIMITED

Registered Office-G T Road (West), Ludhiana, Punjab, 141008

CIN-L55101PB1989PLC009315, Email- info@lwsknitwear.com, lwsknitwear@gmail.com

website- www.lwsknitwear.com, Tele- 98778-15974

NOTICE

Notice is hereby given that the **36th Annual General Meeting** of the Company will be held on **Tuesday on 30th day of September, 2025** at **10.30 A.M.** in the premises of 516- 518, 4th Floor, Global Star Hosiery Complex, Near Chand Cinema, G.T. Road (W), Ludhiana-141008, Punjab to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 and the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)
2. To appoint a Director in place of Mrs. Kusum Kapoor (DIN-07135383), who retires by rotation and being eligible, offers herself for reappointment. (Ordinary Resolution)

SPECIAL BUSINESS

3. Reappointment of Mr. Girish Kapoor (DIN: 01870917) as Managing Director of the Company and Revision in the Remuneration Payable to him. (Special Resolution)

To consider and if thought fit, to pass with or without modification (s), the following resolution as a **SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Consent of the members be and is hereby accorded to **re-appoint** Mr. Girish Kapoor (DIN: 01870917), as Managing Director of the Company for **a period of Five years w.e.f. 01.09.2026** upon terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment).

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 read with schedule V along with any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Consent of the members be and is hereby accorded to **increase the remuneration** payable to Mr. Girish Kapoor (DIN: 01870917), as Managing Director of the Company to **Rs. 1,25,000/- per month w.e.f. 01.09.2025 with an increment of 10% per annum**, increment to be effective from 1st April every year, upon terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting and including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment.



RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year, the Company incurs a loss or its profits are inadequate, the Company shall pay Mr. Girish Kapoor, Managing Director, the remuneration approved in this meeting as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary/alter, at any time, the remuneration in such manner as may be approved by the Board of Directors of the Company and acceptable to the Mr. Girish Kapoor, Managing Director of the Company as permissible under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make necessary filings of any statutory forms or other documents and to do all such acts and things as may be necessary in this regard."

4. To Change in the Remuneration Payable to Mrs. Kusum Kapoor (DIN: 07135383), Wholetime Director of the Company. (Special Resolution)

To consider and if thought fit, to pass with or without modification (s), the following resolution as a **SPECIAL RESOLUTION**

"RESOLVED THAT pursuant to the provisions of Section 197 read with schedule V along with any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Consent of the members be and is hereby accorded to **increase the remuneration payable to Mrs. Kusum Kapoor (DIN: 07135383), as Wholetime Director of the Company to Rs. 1,25,000/- per month w.e.f. 01.09.2025 with an increment of 10% per annum**, increment to be effective from 1st April every year, upon terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting and including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year, the Company incurs a loss or its profits are inadequate, the Company shall pay Mrs. Kusum Kapoor, Wholetime Director, the remuneration approved in this meeting as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary/alter, at any time, the remuneration in such manner as may be approved by the Board of Directors of the Company and acceptable to the Mrs. Kusum Kapoor, Wholetime Director of the Company as permissible under the Companies Act, 2013.

5. To Enter into a Loan Agreement with the directors of the Company namely Girish Kapoor and Kusum Kapoor, with an option of conversion into equity shares. (Special Resolution)

To consider and if thought fit, to pass with or without modification (s), the following resolution as a **SPECIAL RESOLUTION**

"RESOLVED THAT pursuant to Section 62(3) and other applicable sections and/or provisions, if any, of the Companies Act, 2013 and Rules made there under and in accordance with the Memorandum and Articles of Association of the Company and applicable regulations and subject to all such approval(s), if any, of appropriate authorities and subject to such condition(s) and modification(s) as may be prescribed,

the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board"), to enter into two individual agreements with Mr. Girish Kapoor, Managing Director and Mrs. Kusum Kapoor, Wholetime Director of the company (hereinafter referred to as the "Lender(s)") for availment of loan of **upto Rs 10,00,00,000/- (Rupees Ten Crores Only) each** on the terms and conditions contained therein, inter alia, to convert the whole or part of the loan availed by the Company under the lending arrangements, at the option of the Lender, the loans (hereinafter referred to as the "Financial Assistance"), into Fully/Partly paid up equity shares of the Company (As per the request of the Lender) on such terms and conditions as may be stipulated in the loan agreement and subject to applicable laws and in the manner specified in a notice in writing to be given by the Lenders to the Company (hereinafter referred to as the "Notice of Conversion"). The draft loan agreement as placed before the Board was duly initialled by the Chairman for identification and additionally in accordance with the following conditions:

- (i) The company shall avail financial assistance of **upto Rs 10,00,00,000/- (Rupees Ten Crores Only)** from Mr. Girish Kapoor, Managing Director and **upto Rs 10,00,00,000/- (Rupees Ten Crores Only)** from Mrs. Kusum Kapoor, Wholetime Director in one or more tranches as an unsecured loan to be disbursed as may be mutually agreed to between the parties;
- (ii) The Loan/ financial assistance shall be unsecured;
- (iii) The loan/ financial assistance shall not bear any interest.
- (iv) The conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistance;
- (v) In the event that the Lenders exercise the conversion right as aforesaid, which shall be pursuant to the date and time mutually agreed to by the company and the Lenders;
- (vi) Upon Notice of Conversion, the Company shall, subject to the provisions of the loan agreement, allot and issue the requisite number of Fully/Partly paid-up equity shares to the Lenders from the date of conversion, the lenders may accept the same in satisfaction of the part of the loans so converted;
- (vii) The equity shares so allotted and issued to the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects;
- (viii) The loans shall be converted into equity shares at a price to be determined in accordance with the all the applicable provisions at the time of such conversion;
- (ix) Such other terms as may be mutually agreed to between the parties and not detrimental to the interest of the company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the terms and conditions for raising the Financial Assistance, from time to time, with an option to convert the Financial Assistance into equity shares of the Company any time during the currency of the Financial Assistance, on the terms specified in the loan agreement, including upon happening of an event of default by the Company in terms of the loan arrangements.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders.



RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions, mutually acceptable to both parties, as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection with or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval there to expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.”

6. Appointment of Secretarial Auditor. (Special Resolution)

To consider and approve, with or without modification, the appointment of secretarial auditor of the Company. (Special Resolution).

“RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s Bhambri & Associates, Practicing Company Secretaries (FCS No.: 13356; CP No.: 22626), be and is hereby appointed as the Secretarial Auditor of the Company, for a term of five consecutive years from financial year 2025-26 to financial year 2029-30, on an annual fee of Rs. 1,00,000 plus applicable taxes and reimbursement of out of pocket expenses on actual basis, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to settle any question, difficult, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto.”

By order of the Board
For L W S KNITWEAR LIMITED

Sd/-

Place: Ludhiana
Date: 02.09.2025

(Girish Kapoor)
Chairperson cum Managing Director
DIN-01870917



Detail required under SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2

Name	Mr. Girish Kapoor	Mrs. Kusum Kapoor
Age	70 years	63 years
DIN	01870917	07135383
Brief Resume	Working as Director in the company for the last 35 years	Rich Experience in textile industry
Nature of his expertise in specific functional areas	Knitted Cloth, Woolen Yarn and All kinds of Hosiery goods	Knitted Cloth, Woolen Yarn and All kinds of Hosiery goods
Initial Date of appointment on the Board,	09.05.1989	13.11.2024
Qualifications	Graduate	Graduate
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per resolution and explanatory Statement	As per resolution and explanatory Statement
Last drawn remuneration, if applicable	Rs 60,000/- per month	Rs 60,000/- per month
Shareholding in the company held either himself or on a beneficial basis for any other persons	34,07,900 Equity Shares	38,37,670 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Father of CFO Arjun Kapoor Husband of Mrs Kusum Kapoor Promoter shareholder of the Company	Wife of MD – Girish Kapoor Mother of CFO - Arjun Kapoor Promoter Shareholder of the Company
Names of companies in which the person also holds the directorship and the membership/Chairman of Committees of the Board	Directorship: 1. Moksha Getaways Private Limited 2. Gee Kay Knitwear Pvt Ltd 3. Lws Exports Limited	NIL

By order of the Board
For L W S KNITWEAR LIMITED

Sd/-

Place: Ludhiana
Date: 02.09.2025

(Girish Kapoor)
Chairperson cum Managing Director
DIN-01870917

NOTES:

- i) A member entitled to attend and vote at the Annual General Meeting (the “meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.
- ii) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- iii) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- iv) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA, Beetal. Requisite forms and documents are available at this link:
<https://www.lwsknitwear.com/kycforms.php>
- v) **The Register of Members and the Share Transfer Book of the company will remain closed from 24th September, 2025 to 30th September, 2025 (both days inclusive).**
- vi) In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Member whose email are not registered shall receive the copy of the Notice along with the hard copy of statement containing the salient features of all the documents. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website: <http://www.lwsknitwear.com> , website of the Stock Exchange, i.e., BSE Limited at www.bseindia.com . Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Gate of Venue of the AGM.
- vii) Any queries regarding the Annual Accounts or otherwise must be sent to Registered Office of the Company at least 10 days before the date of meeting.
- viii) Mr. Ansh Bhambri, Company Secretary in practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e voting process). The scrutinizer shall upon the conclusion of General Meeting, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.
- ix) The Results of the resolutions passed at the AGM of the Company will be declared within 48 working hours of the conclusion of AGM. The Results declared along with the Scrutinizer's



report shall be placed on Company's website of CDSL and will be communicated to the stock exchanges.

- x) **Voting through Electronic Means:** Pursuant to the Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management And Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to the Members a facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means.

- xi) **Special Window for Re-lodgement of Transfer Requests of Physical Shares**
Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, a special window of six months has been introduced to facilitate investors in re-lodging transfer requests for physical shares.

This special window shall remain open from July 07, 2025 to January 06, 2026 and is available only for transfer deeds for physical shares that were originally lodged prior to April 01, 2019, and were rejected / returned / not attended to due to deficiency in the documents / process / or otherwise.

Link of the circular is: https://www.sebi.gov.in/legal/circulars/jul-2025/ease-of-doing-investment-special-window-for-re-lodgement-of-transfer-requests-of-physical-shares_94973.html

During this period:

- Shareholders may re-lodge such transfer deeds for physical shares.
- All re-lodged shares will be transferred only in dematerialised (demat) mode.

The due transfer-cum-demat process will be followed as per SEBI guidelines.

- xii) **The instructions for shareholders voting electronically are as under:**

- a. The voting period **begins on 27.09.2025 at 09.00 am and ends on 29.09.2025 at 05.00 pm.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of 23.09.2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date through e-voting would not be entitled to vote at the meeting value.
- c. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register



again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- d. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID



	(i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

e. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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 Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. <ul style="list-style-type: none"> 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.

- 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, shareholders 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 **EVSN <250902112>** for the relevant **<L W S KNITWEAR 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 Resolution details.
- 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 print 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 image verification code and click on Forgot Password & enter the details as prompted by the system.
- p. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - 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.



- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.
- 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 and to the Company at the email address viz; lwsknitwear@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

q. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES:**

1. **For Physical shareholders** - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company / RTA email id** (beetalrta@gmail.com).

2. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP).

3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022- 23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

By order of the Board
For **L W S KNITWEAR LIMITED**

Sd/-

DATE: 02-09-2025
PLACE: LUDHIANA

(GIRISH KAPOOR)
MANAGING DIRECTOR
(DIN-01870917)



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

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the Notice.

ITEM NO. 3 Reappointment of Mr. Girish Kapoor (DIN: 01870917) as Managing Director of the Company and Revision in the Remuneration Payable to him.

Mr. Girish Kapoor (DIN: 01870917) had been serving as a Managing Director of the Company, was appointed w.e.f. 01.09.2023 for three years. The board has proposed the re-appointment for a term of Five years w.e.f. 01.09.2026

The revision of remuneration payable to Mr. Girish Kapoor has been recommended by the Board with effect from 01.09.2025 if approved by the shareholders at the following terms and conditions:

- a) A monthly salary: Rs. 1,25,000/- per month.
- b) Increment of 10% per annum.
- c) Increment to be effective from 1st April every year.

Notwithstanding anything to the contrary herein contained, where in any financial year, the Company incurs a loss or its profits are inadequate, the Company shall pay Mr. Girish Kapoor, Managing Director, the remuneration approved in this meeting as minimum remuneration.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Girish Kapoor (Himself), Mrs. Kusum Kapoor and Mr. Arjun Kapoor are concerned or interested, financially or otherwise, in the resolution. The Board recommends the said resolution for the approval of the members by way of **Special Resolution**.

ITEM NO. 4 To Change in the Remuneration Payable to Mrs. Kusum Kapoor (DIN: 07135383), Wholetime Director of the Company.

Mrs. Kusum Kapoor has been serving as an Wholetime Director of the Company w.e.f. 13.11.2024. The revision of remuneration payable to Mrs. Kusum Kapoor has been recommended by the Board with effect from 01.09.2025 if approved by the shareholders at the following terms and conditions:

- a) A monthly salary: Rs. 1,25,000/- per month.
- b) Increment of 10% per annum.
- c) Increment to be effective from 1st April every year.

Notwithstanding anything to the contrary herein contained, where in any financial year, the Company incurs a loss or its profits are inadequate, the Company shall pay Mrs. Kusum Kapoor, Wholetime Director, the remuneration approved in this meeting as minimum remuneration.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Girish Kapoor, Mrs. Kusum Kapoor (Herself) and Mr. Arjun Kapoor are concerned or interested, financially or otherwise, in the resolution. The Board recommends the said resolution for the approval of the members by way of **Special Resolution**.

ITEM NO. 5 To Enter into a Loan Agreement with the directors of the Company namely Girish Kapoor and Kusum Kapoor, with an option of conversion into equity shares.

In line with the regulatory changes in the recent past, the changes in the Companies Act from time to time and in pursuance of the loan agreement of the Company, the Company is required to pass a Special



Resolution under Section 62(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder to enable Mr. Girish Kapoor, Managing Director and Mrs. Kusum Kapoor, Wholetime Director of the company (hereinafter referred to as the “Lender(s)”) to convert the loan of **upto Rs 10,00,00,000/- (Rupees Ten Crores Only) each** (hereinafter referred to as the “Financial Assistance”), to be availed from the Lender, from time to time, at their option, into Fully/Partly paid equity shares of the Company (As per the request of the Lender) upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable laws at the time of such conversion.

Section 62(3) of the Companies Act, 2013, provides that nothing in Section 62 shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the loan raised by the company to convert such loans into Fully/Partly paid equity shares in the Company; provided that the terms of issue of such loan containing such an option have been approved before the raising of loan by a special resolution passed by the company in General Meeting.

Accordingly, the Board recommends the resolution as set forth in the item no. 5 of the Notice, to enable the Lender, in terms of the lending arrangements to be entered in respect of the Financial Assistance to be availed, at their option, to convert the whole or part of their respective Financial Assistance into equity shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable regulations at the time of such conversion.

The Company hereby clarifies that this resolution is merely an enabling resolution and there are no proposals of conversion of loan into equity shares, either pending or envisaged currently.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Girish Kapoor (Himself), Mrs. Kusum Kapoor (Herself) and Mr. Arjun Kapoor are concerned or interested, financially or otherwise, in the resolution. The Board recommends the said resolution for the approval of the members by way of **Special Resolution**.

ITEM NO. 6 – APPOINTMENT OF SECRETARIAL AUDITOR

In accordance with the provisions of Regulation 24A of the SEBI Listing Regulations from financial year 2025-26 onwards, the appointment of Secretarial Auditor is required to be approved by the members in the AGM and a term of Secretarial Auditor shall be five years.

In compliance with the aforesaid provisions, on the recommendation of the Audit Committee, the Board of Directors recommends the appointment of M/s Bhambri & Associates, Practicing Company Secretaries (FCS No.: 13356; CP No.: 22626) as the Secretarial Auditors for a term of five (5) years i.e. from financial year 2025-26 to financial year 2029-30.

Pursuant to Regulation 36 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosures required for appointment / re-appointment of Secretarial Auditor as a part of the explanatory statement to the notice are given below:

Sr. No.	Particulars	Disclosure
1.	Name of Firm of Secretarial Auditors	M/s. Bhambri & Associates (CP: 22626)
2.	Name of Auditors	Ansh Bhambri
3.	Financial year for which appointment is	2025-26 to 2029-30, 5 Financial Years



	proposed	
4.	Proposed Fees payable	<p>The secretarial audit fees 2025-26 will be Rs.1,00,000/- (Rupees One lakh Only) plus applicable taxes and out-of-pocket expenses on actual basis, if any.</p> <p>In addition to the secretarial audit, M/s Bhambri & Associates may provide such other permissible services from time to time as may be approved by the Board of Directors.</p>
5.	Terms of appointment	Five years
6.	In case of a new auditor any material change in the fee payable to such auditor from that paid to outgoing auditor along with rationale for such change.	Existing Secretarial Auditor is continuing.
7.	Basis for recommendation for appointment including the details in relation to and credentials of the statutory auditor proposed to be appointed.	<p>While recommending M/s Bhambri & Associates for appointment, the Board and the Audit Committee evaluated various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc.,</p> <p>The firm is primarily engaged in areas of secretarial audit, corporate advisory services, transactional services, legal due diligence, mergers, compliance management etc.</p> <p>The firm is registered with the ICSI and hold a valid Peer Review Certificate. The firm has extensive experience of handling audits of large listed corporates.</p> <p>M/s Bhambri & Associates have also confirmed their eligibility and independence under regulation 24A of SEBI Listing Regulations and have expressed their willingness to accept the appointment upon approval.</p>

Considering the experience of M/s Bhambri & Associates in handling audits of large listed companies, and its expertise the Board recommends the resolution as set out in item no. 6 for approval of the members as a Special Resolution.

None of the directors and key managerial personnel and/or their relatives are in any way, financially or otherwise, interested or concerned in this resolution.

By order of the Board
For **L W S KNITWEAR LIMITED**

Sd/-

DATE: 02.09.2025
PLACE: LUDHIANA

(GIRISH KAPOOR)
MANAGING DIRECTOR
(DIN-01870917)

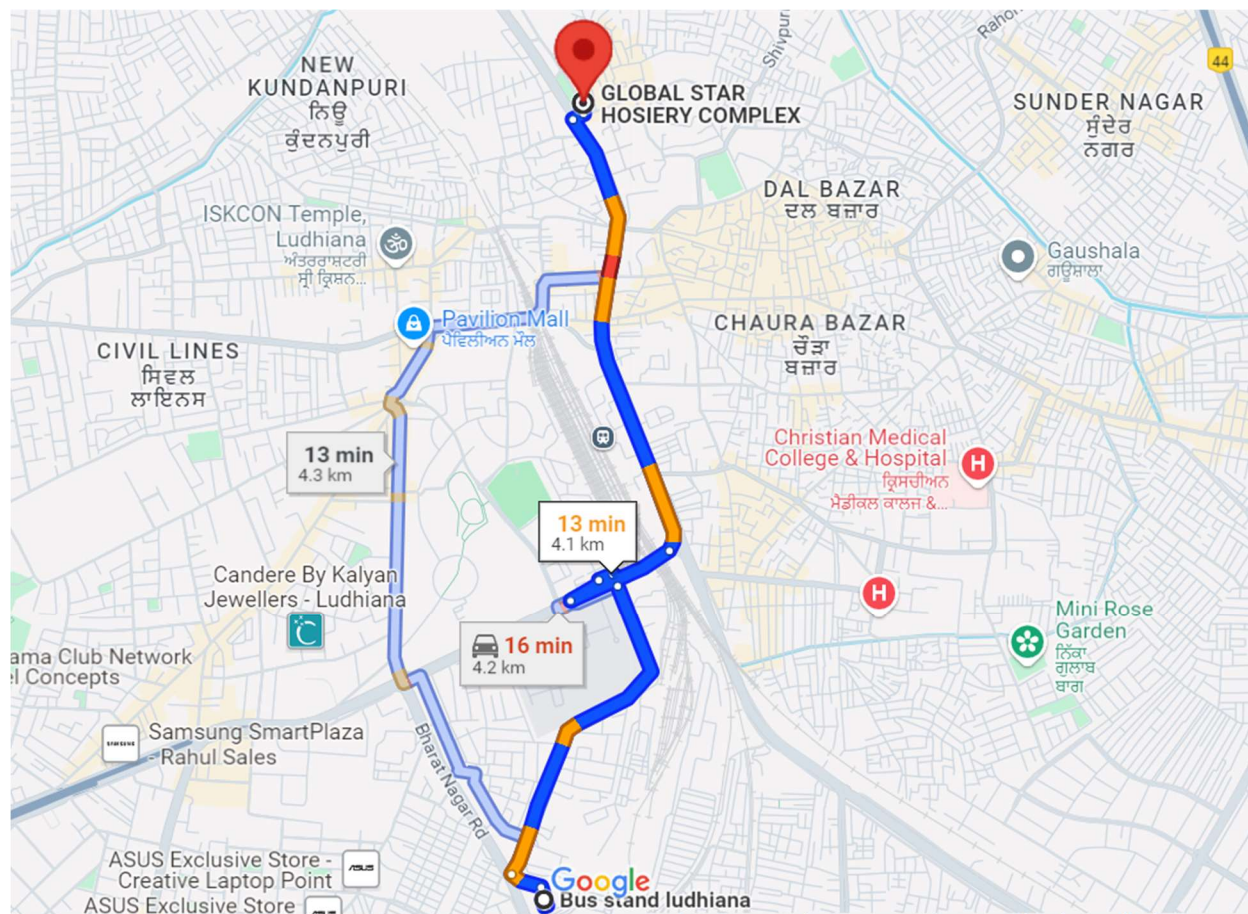
ANNUAL REPORT 2024-25



VENUE OF ANNUAL GENERAL MEETING

OF

L W S KNITWEAR LIMITED



GPS Coordinates: 30.924536592206312, 75.8476989693115



L W S KNITWEAR LIMITED

Regd. Office: G T Road (West), Ludhiana, Punjab, 141008
L55101PB1989PLC009315

ATTENDANCE SLIP

Member's Folio No

Client ID No.

DP ID No.

Name of the Member

Name of Proxy holder

No of shares held

I hereby record my presence at the **36th Annual General Meeting** of the Company held on **Tuesday on 30th day of September, 2025** at **10.30 A.M.** in the premises of 516-518, 4th Floor, Global Star Hosiery Complex, Near Chand Cinema, G.T. Road (W), Ludhiana-141008, Punjab

Signature of Member/Proxy

Notes :

- 1. Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall.**



L W S KNITWEAR LIMITED

Regd. Office: G T Road (West), Ludhiana, Punjab, 141008

L55101PB1989PLC009315

PROXY FORM

Member's Folio No : _____

I/We _____ of _____ in the district of _____ being a member/members of **L W S KNITWEAR LIMITED**, hereby appoint _____ of _____ in the district of _____ or failing him/her _____ of _____ in the district of _____ as my/our proxy to vote for me/us on my/our behalf at the **36th Annual General Meeting** of the Company held on **Tuesday on 30th day of September, 2025 at 10.30 A.M.** in the premises of 516-518, 4th Floor, Global Star Hosiery Complex, Near Chand Cinema, G.T. Road (W), Ludhiana-141008, Punjab and at any adjournment thereof.
Signed this _____ day of _____ 2025.

Affix Re. 1/-
Revenue Stamp
here

Note :

1. **A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll instead of himself / herself.**
2. **If it is intended to appoint a proxy, the form of proxy should be deposited at the Registered Office of the Company at least 48 hours before the commencement of meeting.**

No.	Resolution	For	Against
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 and the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)		
2.	To appoint a Director in place of Mrs. Kusum Kapoor (DIN-07135383), who retires by rotation and being eligible, offers herself for reappointment. (Ordinary Resolution).		
3.	Reappointment of Mr. Girish Kapoor (DIN: 01870917) as Managing Director of the Company and Revision in the Remuneration Payable to him. (Special Resolution)		
4.	Change in the Remuneration Payable to Mrs. Kusum Kapoor (DIN: 07135383), Wholetime Director of the Company. (Special Resolution)		
5.	Entering into a Loan Agreement with the directors of the Company namely Girish Kapoor and Kusum Kapoor, with an option of conversion into equity shares. (Special Resolution)		
6.	Appointment of Secretarial Auditor (Special Resolution)		

Signature of Member/Proxy