FUTURA
FUTURA POLYESTERS LIMITED

Regd. Office : 212, Panchratna Bldg, Opera House, Charni Road (E), Mumbai - 400 004.Ph.: +91 22 35220743
Email : futuraho@futurapolyesters.co.in • Website : www.futurapolyesters.in
CIN : L65192MH1960PLC011579

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 01st Extraordinary General Meeting (EGM) for the financial year 2026-2027 of the Members of Futura Polyesters Limited will be held on Wednesday, 26th August, 2026 at 11:00 a.m. IST through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

Special Business:

1. Appointment of Statutory Auditors due to the expiration of the term of the previous Statutory Auditors:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (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, M/s. Dhwani M Shah & Associates, Chartered Accountants, Mumbai (Firm Registration No. (161963W), be and are hereby appointed as the Statutory Auditors of the Company, consequent upon expiration of the statutory term of M/s. V.S. Somani & Co., Chartered Accountants, Mumbai."

"**RESOLVED FURTHER THAT** M/s. Dhwani M Shah & Associates, Chartered Accountants, shall hold office from the conclusion of this Extraordinary General Meeting until the conclusion of the next Annual General Meeting (AGM) of the Company, at a remuneration of Rs. 5,00,000/- (Rupees Five Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred by them in connection with the performance of their audit duties."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution."

2. Extension of the Redemption Period of 19,89,000 9% Non-Cumulative Redeemable Preference Shares for a further period of five years of Rs. 100/- each aggregating to Rs. 19,89,00,000/-

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 48, 55 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company, approval of the holders of the

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issued 9% Non-Cumulative Redeemable Preference Shares by way of written consent obtained in accordance with Section 48 of the Companies Act, 2013 and subject to such statutory approvals, permissions and sanctions as may be necessary, including the, consent of the Members of the Company be and is hereby accorded to extend the redemption period of 19,89,000 (Nineteen Lakh Eighty Nine Thousand) 9% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each for a further period of five (5) years from the existing redemption date 17^{th} September 2025 upto 17^{th} September 2030, on the existing terms and conditions, except to the extent modified by this Resolution.

RESOLVED FURTHER THAT during the extended period, the holders of the said Preference Shares shall continue to be entitled to cumulative dividend at the rate of 9% per annum in accordance with the terms of issue and the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to finalise the revised terms of redemption, execute all necessary agreements, deeds, writings and documents, file necessary forms and returns with the Registrar of Companies, Stock Exchanges and other statutory authorities and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to this Resolution."

By the Order of the Board
For **Futura Polyesters Limited**

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Shyam B. Ghia
Chairman & Managing Director
DIN: 005264

Date: 3^{rd} August 2026
Place: Mumbai

NOTES:

1. Pursuant to the general circulars issued by the Ministry of Corporate Affairs ("MCA") (hereinafter referred to as "MCA Circulars") and circulars issued by Securities and Exchange Board of India (hereinafter referred to as "SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 01^{st} Extra Ordinary General Meeting ("EGM") of the Company for the Financial Year 2026-27 is being conducted through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") and hence physical attendance of the Members to the EGM venue is not required. The deemed venue for the EGM shall be the Registered Office of the Company i.e. 212, Panchratna Building, Opera House, Charni Road (East), Mumbai - 400004.

2. Since the EGM is being conducted through VC/ OAVM, the facility for appointment of Proxy by the Members is not available for this EGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

3. Pursuant to the abovementioned MCA Circulars, physical attendance of the members is not required at the EGM, and therefore members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act

4. In accordance with the provisions of the Act, MCA Circulars and other provisions of the applicable law(s), Notice is being sent in electronic form only by email to those members whose names appear in the register of members/ register of beneficial owners as received from depositories i.e. National Securities Depository Limited ("**NSDL**") / Central Depository Services (India) Limited ("**CDSL**") as on 31st July 2026 and who have registered their email address with the Company/RTA or depository(ies) / depository participant(s) ("**DPs**") in accordance with the process outlined in this Notice.

5. Only those members whose names are appearing in the register of members / register of beneficial owners as on the Cut-Off Date i.e. **19th August, 2026 shall** be eligible to cast their votes on the resolutions stated in this Notice. A person who is not a member on the Cut-Off Date should treat this Notice for information purposes only.

6. The Cut off date will be **19th August, 2026 .**

7. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date. It is however, clarified that all members of the Company as on the Cut-Off Date (including those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ depositories/DPs) shall be entitled to vote in relation to the resolutions in accordance with the process specified in this Notice.

8. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations and MCA Circulars, the Company is providing facility of remote e-Voting and voting at the EGM to its Members in respect of the business to be transacted. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized agency. Instructions for the process to be followed for remote e-Voting and e-voting during the EGM are annexed to this EGM Notice.

9. Notice is also placed on the website of the Company i.e.www.futurapolyesters.in, and shall also be available on the websites of the Stock Exchanges on which the shares of the Company are listed i.e. www.bseindia.com. Any member seeking a copy of this Notice may also write to us at pbkansara@futurapolyesters.co.in

10. **The remote e-voting period commences on 23rd August 2026 09:00 a.m. IST and ends on 25th August 2026 5:00 p.m. IST.** During this period, Members of the Company, holding shares either in physical or dematerialized form, as on the Cut-off date, i.e., **19th August, 2026** may cast their vote electronically. The remote e-Voting module shall be

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disabled by CDSL thereafter. Once the vote on the resolutions is cast by the member, the member shall not be allowed to change it subsequently.

11. Such remote e-voting facility is in addition to voting system that will be made available during the EGM. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the EGM.

13. The Members can join the EGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

14. The Company has appointed Mr. Martinho Ferrao, Practising Company Secretary (Membership No. F6221 and Certificate of Practice No. 5676) as the Scrutinizer for scrutinizing the remote e-voting process as well as voting at the EGM in a fair and transparent manner.

15. The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by him, after completion of the scrutiny of the remote e-voting and voting at the EGM, within 2 (two) working days of conclusion of the EGM of the Company. The Scrutinizer's decision on the validity of votes cast will be final. The results of the e-voting along with the Scrutinizer's Report will also be placed on the Company's website i.e. www.futurapolyesters.in and also on the on CDSL website www.cdslindia.com and shall be simultaneously communicated to the Stock Exchanges where Company's Equity Shares are listed. The result of the e-voting will also be displayed at the registered office of the Company.

16. Pursuant to Section 113 of the Companies Act, 2013, Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email on mferraocs@yahoo.com.

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17. The resolutions, if approved by the requisite votes of shareholders by means of electronic voting, shall be deemed to have been passed on the date of EGM, i.e. 26th August, 2026

18. All the material documents referred in the Explanatory Statement, shall be available for inspection through electronic mode, during business hours except Saturday, Sunday and National Holidays from the date hereof up to the date of announcement of results of EGM. Members seeking to inspect such documents can send an email to pbkansara@futurapolyesters.co.in / mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect.

19. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Procedure for registering the e-mail addresses for obtaining the EGM Notice and remote e- voting and voting at the EGM instructions by the Members whose email addresses are not registered with the DPs (in case of Members holding shares in demat form) or with RTA (in case of Members holding shares in physical form).

20. REGISTRATION OF EMAIL ADDRESSES:

a) 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's mail pbkansara@futurapolyesters.co.in & RTA email id service@satellitecorporate.com.

b) For Demat shareholders, please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16-digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), and a self-attested masked Aadhaar Card (with the first 8 digits redacted) via email to the Company pbkansara@futurapolyesters.co.in & RTA email id service@satellitecorporate.com.

1. THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

i. The voting period begins on Sunday, 23rd August 2026 09:00 a.m. IST and ends on Tuesday, 25th August 2026 5:00 p.m. IST and during EGM till the conclusion of the meeting. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, August 19, 2026 may cast their vote electronically and that a person who is not a member as on the cut-off date should treat this notice for information purposes only. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the EGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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 share holders	**Login Method**
Individual Share holders holding securities in Demat mode with **CDSL Depository**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit and click www.cdslindia.com 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 e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for 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

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	https://web.cdslindia.com/myeasitoken/Home/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 Share holders holding securities in demat mode with **NSDL Depository**	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 Share (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.

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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 1800 21 09911
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.: 022 - 4886 7000 and 022 - 2499 7000

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

vi. The shareholders should log on to the e-voting website www.evotingindia.com.

vii. Click on "Shareholders" module.

viii. 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.

ix. Next enter the Image Verification as displayed and Click on Login.

x. If you are holding shares in Demat form and had logged on to and www.evotingindia.com voted on an earlier voting of any company, then your existing password is to be used.

xi. 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) • 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 Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or

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OR Date of Birth (DOB)	in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field

xii. After entering these details appropriately, click on "SUBMIT" tab.

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

xiv. For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xv. Click on the EVSN for **Futura Polyesters Limited**

xvi. 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.

xvii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xviii. 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.

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

xx. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xxi. 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.

xxii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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xxiii. Shareholders can also cast their vote using CDSL's mobile app **"m-Voting"** available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xxiv. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date may follow the same instructions as mentioned above for remote e-Voting or sending a request at helpdesk.evoting@cdslindia.com

xxv. Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

- 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 mandatory 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; pbkansara@futurapolyesters.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

xxvi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com , under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533 or to the Company at pbkansara@futurapolyesters.co.in

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2. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC / OAVM ARE AS UNDER:**

I. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.

II. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

III. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.

IV. Shareholder will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

V. Facility of joining the EGM through VC / OAVM shall open 15 minutes before the time scheduled for the EGM and will be available for Members on first come first served basis.

VI. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

VII. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

VIII. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

IX. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requisition advance at least **2 days prior to meeting** mentioning their name, Demat account number/folio number, email id, mobile number at p.b.kansara@futurapolyesters.co.in. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, Demat account number/folio number, email id, mobile number at p.b.kansara@futurapolyesters.co.in. These queries will be replied to by the company suitably by email.

X. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

   I. 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.

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

   III. 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 EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

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 on 1800 22 55 33.

4. **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE EGM ARE AS UNDER:**

   I. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.

   II. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.

   III. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

   IV. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

5. **Other Instructions:**

   I. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, there after unblock the votes cast through

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remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.futurapolyesters.in and on the website of CDSL https://www.evotingindia.com immediately. The Company shall simultaneously forward the results to Bombay Stock Exchange, where the shares of the Company are listed.

By order of the Board of Directors
Futura Polyesters Limited

Shyam B Ghia

FUTURA POLYESTERS LIMITED MUMBAI

Shyam B. Ghia
Chairman & Managing Director
DIN: 00005264

Place: Mumbai
Date: 3rd August 2026

Registered Office: 212, Panchratna Building
Opera House, Charni Road (East),
Mumbai - 400004.

EXPLANATORY STATEMENT

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

Item No. 1:

The statutory term of the previous Statutory Auditors, M/s. V.S. Somani & Co., Chartered Accountants, Mumbai, expired at the conclusion of the period 2024-25. Pursuant to the mandatory auditor rotation provisions stipulated under Section 139(2) of the Companies Act, 2013, M/s. V.S. Somani & Co. were not eligible for re-appointment.

The Company could not appoint the successor Statutory Auditors at the Annual General Meeting resulting a vacancy in the office of the Statutory Auditor, which must be filled to fulfill compliance mandates under the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly the Board has recommended the appointment of M/s. Dhwani M Shah & Associates, Chartered Accountants, Mumbai.

To restore compliance and process pending financial statements, the Audit Committee and the Board of Directors evaluated candidates and recommended the appointment of M/s. Dhwani M Shah & Associates, Chartered Accountants, Mumbai. The Company has received written consent from M/s. Dhwani M Shah & Associates for the said appointment. A certificate confirming that their appointment, if made, would be within the limits and criteria prescribed under Section 141 of the Companies Act, 2013, and that they are not disqualified.

Disclosures Required under Regulation 36(5) of the SEBI (LODR) Regulations, 2015:

(a) Credentials and Profile of the Proposed Auditor:

M/s. Dhwani M Shah & Associates., Chartered Accountants, Mumbai FRN: **(**161963W), is a well-reputed firm specializing in statutory audits, corporate taxation, and regulatory compliance frameworks. The firm possesses extensive experience in handling financial accounting disclosures and restructurings for mid-sized corporate entities.

(b) Basis of Recommendation:

The Audit Committee and the Board evaluated the firm based on their technical capabilities, peer-review certification status, independence criteria under Section 141 of the Companies Act, 2013.

(c) Proposed Fees and Terms of Appointment:

The proposed statutory audit fee for M/s. Dhwani M Shah & Associates is Rs. 5,00,000/- (Rupees Five Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses. The appointment is from the conclusion of this Extraordinary General Meeting until the conclusion of the immediate next Annual General Meeting (AGM).

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(d) Material Change in Fee and Rationale:

The proposed fee of Rs. 5,00,000/- is almost same as compared to the fee paid to the outgoing auditor, M/s. V.S. Somani & Co.

In terms of Section 139 of the Act, the appointment of statutory auditors requires approval of the members by way of an Ordinary Resolution. The documents, including the consent letter and eligibility certificate received from M/s. Dhwani M Shah & Associates, are available for inspection via electronic mode up to the date of the EGM.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 1 for approval by the members.

Item No. 2

The Company had issued 19,89,000 (Nineteen Lakhs Eighty Nine Thousand) 9% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each ("Preference Shares") on 17th September 2010, which are presently redeemable on 17th September 2025 in accordance with the terms of issue approved by the Members.

In view of the Company's present financial requirements and with a view to preserving its liquidity and ensuring efficient utilisation of its financial resources, the Board of Directors, at its meeting held on 21st January 2026, after considering the overall financial position of the Company, approved, subject to the approval of the Members and such other approvals as may be required under applicable law, the extension of the redemption period of the aforesaid Preference Shares by a further period of five (5) years from the existing redemption date.

The proposed extension is intended only to revise the redemption schedule. Except for the extension of the redemption period, all other terms and conditions governing the said Preference Shares, including the cumulative dividend at the rate of 9% per annum, shall remain unchanged.

The proposed extension constitutes a variation of the rights attached to the said class of Preference Shares and accordingly requires the approval of the Members under the applicable provisions of the Companies Act, 2013. In addition to the approval of the Equity Shareholders by way of this Special Resolution, the approval of all the Preference holders of not by way of written consent has been obtained, in accordance with Section 48 of the Companies Act, 2013.

The Board of Directors is of the opinion that the proposed extension is in the best interests of the Company and its stakeholders, as it would enable the Company to effectively manage its financial resources while continuing to honour all the rights and entitlements of the Preference Shareholders.

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The Board of Directors is of the opinion that the proposed extension is in the best interests of the Company and its stakeholders, as it would enable the Company to effectively manage its financial resources while continuing to honour all the rights and entitlements of the Preference Shareholders.

The Preference shares are held by the Companies controlled by the Promoter group. Therefore Mr. Shyam Ghia, Chairman & Managing Director would be deemed interested. Besides this none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their respective shareholding or interest, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the Members.

By order of the Board of Directors
Futura Polyesters Limited

Shyam B. Ghia
Chairman & Managing Director
DIN: 00005264

Place: Mumbai
Date: 3rd August 2026

Registered Office: 212, Panchratna Building
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