

## Notice

NOTICE is hereby given that the **Forty Sixth** Annual General Meeting of the members of Ludlow Jute & Specialities Limited will be held on **Wednesday, 17th day of September 2025 at 11:30 A.M.** through video conferencing (VC) or other audio-visual means (OAVM), and for which purpose, Registered Office situated at Kankaria Estate, 6 Little Russell Street, 5th Floor, Kolkata-700071 shall be deemed as venue for the meeting and proceedings of the AGM shall be deemed to have taken place thereat, to transact following:

### ORDINARY BUSINESS:

1. To receive, 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 Auditors thereon.
2. To appoint a director in place of Mr. Sanjay Kumar Agarwal (DIN: 00320459), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 3. Remuneration of M/s SPK Associates appointed as Cost Auditors

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) plus applicable taxes and reimbursement of travelling and other incidental expenses to be incurred by them in the course of Cost Audit and payable to M/s. SPK Associates, Cost Accountants (Firm Registration No. 000040), appointed as the Cost Auditors by the Board of Directors of the Company on the recommendation of the Audit Committee, for conducting the Audit of the Cost Records of the Company for the Financial Year 2025-26, be and is hereby ratified and confirmed".

#### 4. Approval for Related Party Transaction:

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Section 188 of the Companies Act, 2013 (the Act) the Rules made thereunder (including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) read with the Company's Policy on Related Party Transactions and based on the recommendation/approval of the Audit Committee and the Board of Directors, approval of the Members be and is hereby accorded to the Company for entering into related party transactions/contracts/arrangements, a Related Party within the meaning of Section 2(76) of the Act, and Regulation 2(1)(zb) of the Listing Regulations for the purchase or sale of raw material/semi finished goods or finished goods, individually or in aggregate of ₹ 100 Crores (Rupees One Hundred Crores only) in a financial year, provided that the said contracts/arrangements/transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to delegate all or any of the powers conferred on it to any of the Directors or Chief Financial Officer or Company Secretary of the Company to do all such act and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

#### 5. To appoint Secretarial Auditor of the Company and to fix their remuneration

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

**"RESOLVED THAT** pursuant to the provisions of 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 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued thereunder from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on the basis of the recommendations of the Audit Committee and approval of the Board of Directors of the Company, Mr. Sachin Kumar Practising Company Secretary (Certificate of Practice No. 14154) be and are hereby appointed as the Secretarial Auditor of the Company to hold office for a term of five consecutive years from the commencement of financial year 2025-26 till conclusion of the financial year 2029-30, at such remuneration and terms and conditions, as determined by the Board of Directors in such manner and to such extent as may be mutually agreed with the Secretarial Auditor."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to avail or obtain from Mr. Sachin Kumar such other services or certificates or reports which it may, as Secretarial Auditor be required and eligible to provide or issue under the applicable laws at

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such remuneration to be determined by the Board, to decide and finalize the terms and conditions of his appointment including to revise/ alter his remuneration for the aforesaid period and to do all such acts, deeds, matters and things including to seek all necessary approvals as required, to sign and execute all deeds, applications, documents, papers, forms and writings that may be required, to settle all such issues, whatsoever that may arise and to take all such steps and decisions as it may consider appropriate and necessary to give effect to this Resolution and for the matters connected therewith or incidental thereto."

### 6. To approve increase in borrowing limit under Section 180(1)(c) of the Companies Act, 2013

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

**"RESOLVED THAT**, in supersession of all earlier resolutions passed in this regard, and pursuant to the provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee thereof or any person(s) authorized by the Board) to borrow, from time to time, any sum or sums of money, in any manner and from any source — including without limitation from financial institutions, banks, government bodies, companies, or other persons or bodies corporate — whether by way of term loans, cash credit, advances, deposits, bill discounting or otherwise, and whether unsecured or secured by mortgage, charge, hypothecation, lien or pledge of the Company's assets and properties, whether movable or immovable, present or future, including stock-in-trade (such as raw materials, stores, spare parts and components, whether in stock or in transit), work-in-progress and/or all or any of the undertakings of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company apart from temporary loans obtained from the Company's bankers in the ordinary course of business may exceed the aggregate of the paid-up share capital and its free reserves of the Company, provided that the total outstanding amount so borrowed shall not at any time exceed ₹ 250 crores (Rupees Two Hundred and Fifty Crores only), exclusive of interest."

**"RESOLVED FURTHER THAT** the Board of Directors, Chief Financial Office and Company Secretary be and are hereby authorised to finalise with the lenders and other relevant parties, the terms and conditions, execute all such deeds, documents, instruments, agreements, promissory notes, receipts and writings as may be required, and to do all such acts, deeds, matters and things as may be necessary, incidental or expedient to give effect to this resolution, including delegation of such authority to any Director(s), Committee(s), or. authorised person(s) as may be deemed fit by the Board."

### 7. To approve creation of mortgage or charge on the assets, properties or undertaking(s) of the company under section 180(1)(a) of Companies Act, 2013

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

**"RESOLVED THAT** in supersession to earlier resolution passed by shareholders under Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions of the Act and rules made thereunder, approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company including Committee thereof to create or modify charge by way of hypothecation and/or mortgage on the movable and immovable properties of the Company, wheresoever situate, both present and future and/or on the whole or any part of the undertaking of the Company including by way of constructive delivery of title deeds or otherwise, in respect of borrowings not exceeding ₹ 250 crores (Rupees Two Hundred and Fifty Crores only), as may be deemed necessary by the Board, in favour of the Bank/Financial Institutions/NBFC/Lenders other investing agencies and trustees for the holders of debenture/bonds and/or other securities /instruments to secure rupee/foreign currency loans and/or the issue of any securities/debentures whether partly/fully convertible or non convertible and/or securities linked to secure the said borrowings."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company, Chief Financial Officer and Company Secretary of the Company be and are hereby authorised to execute security documents with the lenders to create or modify mortgage and/or charge and to do all such acts, deeds, matters and things, as may be necessary, expedient and incidental to give effect to the aforesaid resolution."

By Order of the Board of Directors  
**For Ludlow Jute & Specialities Ltd**

Kolkata, 13th August, 2025  
CIN: L65993WB1979PLC032394  
Registered Office: Kankaria Estate 6, Little Russel Street  
Kolkata-700071, Ph: +91-33-2288-0064  
E-Mail: info@ludlowjute.com, Website: www.ludlowjute.com

Sd/-  
**Neha Jain**  
Company Secretary

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### Notes:

1. In terms of the Ministry of Corporate Affairs ("MCA") latest General Circular No. 09/2024 dated 19th September, 2024 read together with previous circulars issued by MCA in this regard and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by the Securities and Exchange Board of India ('SEBI') read together with other circulars issued by SEBI in this regard. Companies are allowed to hold AGM through Video Conferencing ("VC") OR ANY Other Audio Visual Means("OAVM") up to 30th September, 2025, without the physical presence of the members at a common venue. Hence, in compliance with the said circulars and provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the AGM of the Company is being held through VC/OAVM and the proceedings of the AGM shall be deemed to be conducted at the registered office of the Company. Hence, Members can attend and participate in the AGM through VC/OAVM only. The audio recording and transcript of the same shall be made available on the website of the Company. The VC/OAVM facility shall be provided by National Securities Depository Limited (NSDL)
2. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the "Act") read with Rules thereunder and Secretarial Standard-2 on General Meetings ("SS-2"), setting out the material facts concerning each item of special business along with the rationale thereof, with the recommendation of the Board of Directors to the members, including information in respect of the directors seeking re-appointment given by way of Annexure and disclosure about the secretarial auditors proposed to be appointed as required under Regulation 36 of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulation 2015 ("SEBI Listing Regulations"), is annexed hereto and forms part of this Notice.
3. As per said Circular, the facility to appoint proxy to attend and cast vote for the members will not be available for the ensuing AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Corporate members are requested to send at mcssta@rediffmail.com or info@ludlowjute.com before e-voting/ attending AGM, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013.Facility will be available on NSDL e-voting system for institution/corporate members to upload their Board Resolution/Power of Attorney/Authority Letter by clicking on "Upload Board Resolution/Authority Letter" displayed under 'e-voting' tab in their login.
4. The Members can join the AGM in the VC/OAVM mode 15 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 AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (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 AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Register of Members and Share Transfer books of the Company will remain closed from Thursday, 11th September, 2025 to Wednesday, 17th September, 2025, (both days inclusive).
7. Members are requested to quote their Folio No. or Client ID and DP ID Nos. in all communications with the Company.
8. Members, who have not dematerialized their shares as yet, are advised to have their shares dematerialized to avail the benefits of paperless trading as well as easy liquidity as the trading in shares of the Company is under compulsory dematerialized form.
9. Members holding shares of the Company in physical form through multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agents of the Company.
10. Pursuant to Regulation 40 of SEBI Listing Regulations, request for effecting transfer, transmission or transposition of shares shall be processed in dematerialised form only. Moreover, SEBI has also mandated listed companies to issue the shares in dematerialised form only while processing the investor service requests such as issue of duplicate share certificate; claim from unclaimed dividend account; renewal/ exchange of share certificate; endorsement; sub-division/splitting of share certificates/ folio; transmission; transposition. Members holding shares in physical form are requested to consider dematerialising their shares to avail themselves of the benefits of dematerialisation and eliminate risks associated with physical share handling. Please note that service requests can be processed only after the physical folio is KYC compliant.

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11. In view of the same, Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialization. A Guidance note on procedure for dematerialization of shares held in physical form is also placed on the website of the Company under 'Investors' section.

Members may note that in order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2nd July 2025 has decided to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of 1st April 2019 and were rejected/returned/ignored due to deficiencies in documents/procedure/or otherwise and could not be re-filed by 31st March, 2021. The special window will remain open for a period of six months from 7th July, 2025 to 6th January, 2026. Shareholders are requested to re-file such cases with Share Transfer Agent (RTA) by 6th January, 2026.

12. In accordance with the provisions of Section 124 and 125 of the Companies Act, 2013, the unclaimed / unpaid dividend relating to financial year ended 31st March 2017 has been deposited on 17.10.2024 with the Investor Education and Protection Fund (IEPF) established by the Central Government.

Members are informed that once the unclaimed / unpaid dividends are transferred to IEPF, the same may be claimed by the Members from the IEPF Authority by making an application in prescribed form IEPF-5 online and sending physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents as specified in Form IEPF-5 which is available on the website of IEPF at [www.iepf.gov.in](http://www.iepf.gov.in)

13. Members are requested to notify any change in their address immediately to **M/s. MCS Share Transfer Agent Limited, 383 Lake Gardens, 1st Floor, Kolkata – 700 045**, the Registrars & Share Transfer Agents of the Company for shares held in physical form. Shareholders who hold their shares in dematerialized form may lodge their requests for change of address, if any, with their respective Depository Participants.
14. Members interested in making / changing nomination in respect of shares held by them in physical form may write to **M/s MCS Share Transfer Agent Limited**, at the address as mentioned in point 13 above for the prescribed form.
15. Copies of the Annual Report 2024-25, Notice of the 46th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / Depository Participant(s) for communication purposes and it is available on Company's website: [www.ludlowjute.com](http://www.ludlowjute.com) and can also be accessed from the website of the stock exchange viz. BSE Limited (BSE) [www.bseindia.com](http://www.bseindia.com) and from website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
16. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications from the Company electronically.
17. The Share Certificates with the previous name of the Company viz. 'Aekta Limited' are acceptable for transfer/DEMAT etc. The stickers bearing the change of name of the Company to 'Ludlow Jute & Specialities Limited' had been dispatched to the shareholders holding shares in physical mode. If any shareholder requires the stickers with the Company's new name, may write to the Company / Registrar & Share Transfer Agent.
18. The Register of Directors and Key Managerial Personnel and their Shareholding and other relevant documents referred in this Notice remain open for inspection at the Registered Office and shall be accessible in electronic form by the members during the AGM.
19. SEBI has established a common Online Dispute Resolution ("SMART ODR") Portal which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. A member shall first take up his/her/their grievance with the Company by lodging a complaint directly with the Company. If the grievance is not redressed satisfactory, the member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. After exhausting these options for resolution of the grievance, if the member is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.
20. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members holding shares in dematerialised form, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective Depository Participants, and the Members holding shares in physical form are requested to update their e-mail addresses with the Registrar and Share Transfer Agent at [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com) in Form ISR-1 or e-mail to [info@ludlowjute.com](mailto:info@ludlowjute.com) for receiving all communication, including Annual Reports, Notices, Circulars, etc. from the Company electronically.

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21. In compliance with Section 101 and 136 of the Act read with Rules made thereunder, relevant MCA circulars and SEBI Circulars issued in this regard, the Notice calling the AGM and the Annual Report for the financial year ended 31st March 2025, comprising of Board's Report, Independent Auditors' Report, Financial Statements, etc. will be sent by electronic mode to those whose email address are available on record with the Company/Registrar/Depositories. Members are requested to register/update their email address by following the steps mentioned at Note No. 20 to receive these documents through email. Notice calling the AGM and Annual Report for the financial year ended 31st March, 2025 will also be available on the website of the Company (<https://ludlowjute.com>) and stock exchange viz BSE (<https://bseindia.com>) where the shares of the Company are listed. Pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, members, whose email ID are not available with the Company/Depositories, shall receive a letter with the web-link, including the exact path, where the aforesaid Notice and Annual Report would be available.
22. Brief Resume of Director proposed to be re-appointed having details such as nature of his expertise in specific functional areas, name of companies in which he holds directorship and memberships/chairmanships of the Board Committees, shareholding, and relationship between Directors inter-se required by Regulation 36(3) of the SEBI LODR, 2015 is annexed hereto. He has furnished requisite declaration for his re-appointment.

### 23. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on **Sunday, 14th September 2025 at 09:00 a.m. and ends on Tuesday, 16th September 2025 at 05:00 p.m.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 10th September 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 10th September 2025.

#### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-Voting system




##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider <b>i.e. NSDL and you will be re-directed to e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

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	<p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 i.e. NSDL and you will be redirected to <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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 users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**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



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

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

### B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

#### How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

#### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sachinpilania22@gmail.com](mailto:sachinpilania22@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at [pritamd@nsdl.com](mailto:pritamd@nsdl.com) / [evoting@nsdl.com](mailto:evoting@nsdl.com)

### 24. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- a. In case shares are held in physical mode please provide 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 [info@ludlowjute.com](mailto:info@ludlowjute.com) / [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com)
- b. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested



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scanned copy of Aadhar Card) to [info@ludlowjute.com](mailto:info@ludlowjute.com) / [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

- c. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
- d. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### 25. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### 26. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [info@ludlowjute.com](mailto:info@ludlowjute.com). The same will be replied by the company suitably.

Mr. Sachin Kumar, Practicing Company Secretary, (CP No. 14157) have been appointed as the Scrutinizer to scrutinize the voting in a fair and transparent manner, whose e-mail address is [sachinpilania22@gmail.com](mailto:sachinpilania22@gmail.com)

The results on the resolution will be declared within 2 working days from the conclusion of the AGM i.e., 17th September 2025. The declared results along with the Scrutinizer's Report shall be placed on the Company's website at [www.ludlowjute.com](http://www.ludlowjute.com) and on the website of NSDL at <https://www.evoting.nsdl.com/> and will also be forwarded to BSE Limited subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the Annual General Meeting.

### 27. Other Information:

1. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify any change in information to Registrar and Share Transfer Agent or Company as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

## Notice

2. Members are requested to contact the Company's Registrars & Share Transfer Agents, **M/s. MCS Share Transfer Agent Limited, 383 Lake Gardens, 1st Floor, Kolkata – 700 045**, Phone: (033) 4072 4051/52/53 for reply to their queries/redressal of complaints, if any, or contact the Company Secretary at the Registered Office of the Company (Phone: (033) 4050 6300, email: info@ludlowjute.com).
3. Pursuant to provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is maintaining an E-mail Id: info@ludlowjute.com exclusively for quick redressal of members'/investors grievances.
4. Intimation of details of the agreement, if any under the Listing Regulations: Shareholders are informed that in terms of the provisions of the Listing Regulations, the Company is required to intimate the Stock Exchanges the details of the agreements entered into by the shareholders, promoter(s), members of the promoter(s) group, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, including disclosure of any rescission amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements.

Accordingly, shareholders are advised to inform the Company of any such agreements to which the Company is not a party within two working days of entering into or signing an agreement to enter into such agreements. The Company will subsequently notify the Stock Exchanges of these agreements within the prescribed timelines once it becomes aware of them.

Explanation: For the purposes of this clause, the term "directly or indirectly" includes agreements that create an obligation on the parties to such agreements to ensure that the listed entity shall or shall not act in a particular manner.

5. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their respective DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held in physical form by submitting duly filled Form No. ISR-1 as mentioned hereinabove, so as to receive all communication including Annual Report, Notices, Circulars, Dividend credit intimations etc. from the Company electronically.

By Order of the Board of Directors  
**For Ludlow Jute & Specialities Ltd**

Kolkata, 13th August, 2025  
CIN: L65993WB1979PLC032394  
Registered Office: Kankaria Estate 6, Little Russel Street  
Kolkata-700071, Ph: +91-33-2288-0064  
E-Mail: info@ludlowjute.com, Website: www.ludlowjute.com

Sd/-  
**Neha Jain**  
Company Secretary

## ANNEXURE TO THE NOTICE

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

#### Item No. 3

In accordance with the provisions of Section 148 of the Companies Act, 2013 & the Companies Rules, 2014 and the Companies Amendment Rules 2014, the Company is required to appoint a cost auditor to audit the cost records of the Company for products and services, specified under the above Rules issued in pursuance to the above section. The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment of M/s. SPK Associates, Cost Accountants (Firm Registration No. 000040), as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the Financial Year 2025-26 at remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) plus applicable taxes and reimbursement of travelling and other incidental expenses to be incurred by them in the course of cost audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company. Accordingly, consent of the Members is sought for passing an ordinary resolution as set out at Item no. 3 of the notice for ratification of the remuneration payable to the cost auditors. The Board of Directors recommended the resolution for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the said Resolution.

The Board of Directors recommend passing of the proposed Ordinary Resolution as set out at Item No. 3 of the Notice.

#### Item No. 4

Your Company enters into transactions, including contracts and arrangements, which are repetitive in nature and occur in the ordinary course of business. These transactions are conducted at arm's length with Related Parties from time to time with regard to sale, purchase or supply of goods or materials, availing or rendering of services, appointment to/holding of office or place of profit etc. upto an amount not exceeding ₹ 100 Crores in a financial year. The limit proposed is an enabling limit to help the business operate smoothly without interruptions. All transactions continue to be in adherence with arm's length principle and are in ordinary course of business as per the Companies Act, 2013 and Listing Regulations and quarterly reviewed by the Audit Committee.

#### Item No.5

Pursuant to the provision of Regulation 24A of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to appoint a Secretarial Auditor for a term of 5 (five) consecutive years commencing from FY 2025-26, to conduct the Secretarial Audit of the Company in term of Section 204 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

In this regard, based on the recommendation made by the Audit Committee, the Board of Directors at their meeting held on 11th August, 2025, after due assessment of the credentials, experience, past performance, fulfilment of eligibility criteria and qualifications, recommended the appointment of Mr. Sachin Kumar, Practicing Company Secretary (Certificate of Practice No. 14154) as Secretarial Auditor of the Company for term of 5 (five) consecutive years commencing from FY 2025-26 to FY 2029-30, to the members for their approval.

The basis of recommendation for appointment of Mr. Sachin Kumar as Secretarial Auditor are set out below:

- a. Mr. Sachin Kumar is a Peer Reviewed Practicing Company Secretary and rendering professional services in Corporate Laws, SEBI Regulations, Merger, De-Merger, Amalgamation, Takeover and Acquisitions, Corporate Restructuring, Corporate Insolvency, Litigations etc.
- b. He is having adequate audit experience and strong understanding of securities laws. He renders professional services to a large clientele in Kolkata; and
- c. He provided his consent for appointment as Secretarial Auditor of the Company and confirmed that he has not incurred any disqualification and are eligible and qualified to be appointed as Secretarial Auditor of the Company in accordance with the provisions of Section 204 of the Companies Act, 2013 read with Rules thereunder, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Sebi circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December 2024,the Companies Secretaries Act,1980 and within the limits specified by the Institute of Company Secretaries of India.

The proposed terms of appointment including the proposed fees payable to Mr. Sachin Kumar are set out below:

- a. Term of appointment: For a term of 5(five) consecutive financial year commencing from 1st April,2025 to 31st March 2030.
- b. Proposed fees payable: ₹ 25,000/- (Rupees Twenty-Five Thousand Only) plus taxes along with re-imbursement of out of pocket expenses to be incurred on actual. During the tenure of appointment, fees payable to the Secretarial Auditor may be revised as may be mutually agreed upon with the Board of Directors.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the said Resolution.

The Board of Directors recommend passing of the proposed Ordinary Resolution as set out in Item No. 5 of the notice.

#### Item No. 6

Sections 180(1)(c) of the Companies Act, 2013 inter alia provide that the Board of Directors of the Company cannot exercise powers with regard to borrowings (in excess of the aggregate of the paid up share capital and free reserves of the Company) without your consent by way of Special Resolution. Special Resolution proposed is for this purpose and in supersession to resolutions earlier passed with regard thereto.

Special Resolution proposed will enable your Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company apart from temporary loans obtained or to be obtained from the Company's banker in the ordinary course of business but not exceeding the limit of ₹ 250 crores (Rupees Two Hundred and Fifty Crores only).

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

The Board of Directors commend passing of the proposed Special Resolution set out at Item No.6 of the Notice.

#### Item No. 7

In order to carry out the business smoothly and to meet the working capital requirement, the shareholders approval is required as per Companies Act, 2013 for increasing the limit to ₹ 250 crores (Rupees Two Hundred and Fifty Crores only) to mortgage, pledge, charge, hypothecate and/ or create security interest of every nature on moveable or immoveable assets and properties of the Company to secure the due payment in respect of borrowings of the Company as required u/s 180(1)(a) of the Companies Act, 2013.

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

The Board of Directors commend passing of the proposed Special Resolution set out at Item

By Order of the Board of Directors  
**For Ludlow Jute & Specialities Ltd**

Kolkata, 13th August,2025  
CIN: L65993WB1979PLC032394  
Registered Office: Kankaria Estate 6, Little Russel Street  
Kolkata-700071, Ph: +91-33-2288-0064  
E-Mail: info@ludlowjute.com, Website: www.ludlowjute.com

Sd/-  
**Neha Jain**  
Company Secretary

## ANNEXURE TO THE NOTICE

Information in respect of directors seeking re-appointment as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) on "General Meetings":

1	Name	Mr. Sanjay Kumar Agarwal
2	DIN	00320459
3	Age	60 years
4	Nationality	Indian
5	Date of first appointment on the Board	30.09.2024
6	Brief Resume	Mr. Sanjay Kumar Agarwal is a Non - Executive Non Independent Director of the Company with effect from 30th September, 2024. He retires by rotation at the 46th Annual General Meeting of the Company under Section 152 of the Companies Act, 2013 and, being eligible, has offered himself for re-appointment as a Director of the Company.
7	Qualifications	Bachelor of Commerce and Company Secretary
8	Experience/Expertise in Specific Functional Area	Mr. Sanjay Kumar Agarwal is a Company Secretary with more than 30 years of extensive experience in company law & SEBI regulations along with finance, accounts and taxation
9	Terms and conditions of re-appointment	Mr. Sanjay Kumar Agarwal is a Non - Executive Non Independent Director of the Company, retire by rotation as per terms and conditions determined by the Board.
10	Remuneration last drawn	None
11	Number of Board Meetings attended during the Financial year 2024-25	6 (six)
12	Directorship held in other public companies (As on 31st March,2025)	Bally Fabs International Limited
13	Listed companies from which the person has resigned in past three years	None
14	Chairmanship/Membership of Committees of other Boards (As on 31st March,2025)	Bally Fabs International Limited- CSR Committee
15	Shareholding in the Company including as a beneficial owner (As on 31st March,2025)	None
16	Relationship with other director(s)/ other key managerial personnel(s) of the Company	None

### Notes:

The director seeking re-appointment is not disqualified from being appointed as director in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as director, if appointed.