

KAJAL SYNTHETICS AND SILK MILLS LIMITED

CIN : L17110MH1985PLC0035204

Regd. Office: 29, Bank Street, First Floor, Fort, Mumbai 400 001

Website: www.kajalsynthetics.co.in

Email: kajalsyntheticsandsilk@gmail.com

NOTICE

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of the members of Kajal Synthetics and Silk Mills Limited will be held on Monday, 29th September, 2025 at 2.30 pm at the Registered Office of the Company at 29, Bank Street, First Floor, Fort, Mumbai 400 001 to transact the following business :

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended on 31st March, 2025 and the Board's and Auditors' Reports thereon.
2. To appoint a director in place of Mr. Seetha Ramaiya K. Vellore (DIN No: 08216198) who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business :

3. To consider and if thought fit to pass, with or without modification, the following resolution as Special Resolution

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations, 17, 17A and 25(2A) and other applicable provisions, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification (s) or amendment (s) or re-enactment (s) thereof) for the time being in force, in line with Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, Mr. Arvind Kumar Newar (DIN-00469492), being eligible and fulfilling the criteria of independence as provided under the Act and SEBI Listing Regulations and in respect of whom notice has been received in writing from member under section 160(1) of the Act proposing his candidature for the office of Director of Director, Mr. Arvind Kumar Newar, who has attained the age of 75 years, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, for the term of 5(five) consecutive years commencing from 1st October, 2025 up to 30th September, 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.

4. To consider and if thought fit to pass, with or without modification, the following resolution as Ordinary Resolution

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations, 17, 17A and 25(2A) and other applicable provisions, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification (s) or amendment (s) or re-enactment (s) thereof) for the time being in force, in line with Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, Mrs. Manju Khator (DIN-11272063), being eligible and fulfilling the criteria of independence as provided under the Act and SEBI Listing Regulations and in respect of whom notice has been received in writing from member under section 160(1) of the Act proposing her candidature for the office of Director of Director, Mrs. Manju Khator, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, for the term of 5(five) consecutive years commencing from 1st October, 2025 up to 30th September, 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.

5. To consider and if thought fit to pass, with or without modification, the following resolution as Special Resolution

RESOLVED THAT pursuant to and in accordance with the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof), the new set of Articles of Association of the Company, as available for inspection in the registered office of the Company, be and is hereby approved and adopted as the New set of Articles of Association of the Company, in substitution for and to the exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.

6. To consider and if thought fit to pass, with or without modification, the following resolution as Ordinary Resolution:

RESOLVED THAT pursuant to the provision of Section 204(1) of the Companies Act, 2014 and Rule 9 of Companies (Appointment and Remuneration of Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 24A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circular issued thereunder to the extent applicable, other applicable framed by SEBI in

this regards, consent of Members be and is hereby accorded for the Appointment of M/s Girish Murarka & Co., Practicing Company Secretary, Peer Reviewed Firm as Secretarial Auditor of the Company for the Period of 5 (Five) consecutive years from FY 2025-26 to FY 2029-30 at such fee plus tax and other out of pocket expenses, as may be mutually agreed upon between the Board of Directors and Secretarial Auditors.

FURTHER RESOVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.

**By order of the Board of Directors
Kajal Synthetics and Silk Mills Limited**

**Place: Mumbai
Date: September 3, 2025**

**Sd/-
Seetha Ramaiya K. Vellore
Managing Director
(DIN: 08216198)**

NOTES:

1. **A statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') relating to certain ordinary business and the special business to be transacted at the 37th Annual General Meeting is annexed hereto.**
2. **A member entitled to attend and vote at the 37th Annual General Meeting (the 'Meeting') is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. The proxy form duly completed and signed should be deposited at the Registered office of the Company not less than 48 hours before the time fixed for the Meeting.
4. The Register of Members of the Company will remain closed from Tuesday, 23rd September, 2025 to Monday, 29th September, 2025 (both days inclusive) for the purpose of AGM. The cutoff date shall be 22nd September, 2025
5. Members are requested to bring their copy of the Annual Report at the Annual General Meeting.

6. EVOTING:

- i) Pursuant to Section 108 of the Companies Act, 2013 and in compliance with the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to announce that all the business mentioned in the notice may be transacted through electronic voting system and the Company is providing facility by electronic means.
- ii) For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Shareholders of the Company to cast their votes electronically.
- iii) The Board of Directors of the Company has appointed Mr. Girish Murarka, Proprietor of M/s GIRISH MURARKA & CO. to conduct and scrutinize the e-voting process in a fair and transparent manner.
- iv) Process and manner of voting:
 - (a) In case of Shareholders receiving e-mail from NSDL:
 - i. Open e-mail and open PDF file viz; "Kajal e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

- ii. In case any shareholder is already registered with NSDL for e-voting, then that shareholder can use the existing user ID and password for casting of vote and step no. (i) and (vi) be skipped.
- iii. Launch internet browser by typing the following URL:<https://www.evoting.nsd.com/>
- iv. Click on Shareholder – Login
- v. Put user ID and password as mentioned in step (i) or (ii) above, as may be applicable. Click Login.
- vi. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password.
- vii. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- viii. Select “EVEN” (E-Voting Event Number) of Kajal Synthetics and Silk Mills Ltd.
- ix. Now you are ready for e-Voting as Cast Vote page opens.
- x. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- xi. Upon confirmation, the message “Vote cast successfully” will be displayed.
- xii. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xiii. Institutional shareholders (i.e. members 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 of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail kajalsyntheticsandsilk@gmail.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders receiving PIN mailer by Post:

- i. Initial password will be provided through a separate PIN Mailer.
- ii. Please follow steps (ii) to (xiii) above, to cast vote.
- iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iv. In case of any query, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsd.com> or contact NSDL at the following Telephone No.: 022 24994600.
- v. The e-voting period commences on Friday, 26th September, 2025 (9.00 am) and ends on Sunday, 28th September, 2025 (5.00 p.m.). At the end of the voting period, the portal where votes are cast shall forthwith be blocked. The cutoff date for Remote e-voting is 22nd September, 2025.
- vi. The Board of Directors has appointed M/s Girish Murarka & Co., Practicing Company Secretary, having Certificate of Practice No. 4576 as Scrutinizer to scrutinize the remote e-voting (including the Ballot Form received from the Members who do not have access to e-voting process) in fair and transparent manner.
- vii. The Scrutinizer shall, immediately after the conclusion of voting at 37th AGM, count the vote cast at the meeting and thereafter, unblock the vote cast through e-voting in presence of at least two witness not in the employment of the Company and submit, not later than two days of the conclusion of the meeting, a consolidated Scrutinizer’s Report of the total vote caste favour or against the resolution to the Chairman or any person authorized by him in writing.
- viii. The Chairman or the Authorized Representative will declare the result of the voting (E-voting and voting through Ballot Paper). The Said Results and Scrutinizer’s Report will be placed on the website of the Company.

ix. Name, designation, address, email id and phone no. of the person responsible to address the grievances connected with facility for voting by electronic means.

Name:- Ms. Disha Hitesh Jain

Designation:- Company Secretary and Compliance Officer

Address: 29, Bank Street, First Floor, Fort, Mumbai 400 001

Email id: kajalsyntheticsandsilk@gmail.com

Phone No. 9821903049

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013
ANNEXURE TO THE NOTICE

Item No. 3 and 4:

The term of existing Independent – Non Executive Directors Mr. Giriraj Maheswari (DIN-00796252) and Mrs. Rajshree Tapuriah (DIN-01655859) is expiring on 30th September, 2025.

The Company has received notice from the members under section 160 of the Companies Act, 2013 proposing the candidature of Mr. Arvind Kumar Newar and Mrs. Manju Khator for appointment as Independent – Non Executive Directors at the ensuing Annual General Meeting.

The Company has received a declaration from Mr. Arvind Kumar Newar and Mrs. Manju Khator to the effect that they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013 and rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, they confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that they could impair or impact their ability to discharge their duties. In the opinion of the Board, they fulfil the conditions specified under the Act and SEBI Listing Regulations, for the appointment as Independent Director and are independent of the Management of the Company. Further Mr. Arvind Kumar Newar have attained the age of 75 years.

Upon recommendation of Nomination and Remuneration Committee, the Board recommend the appointment of Mr. Arvind Kumar Newar and Mrs. Manju Khator as Non-Executive Independent Director for the period of Five consecutive year with effect from 1st October, 2025 up to 30th September, 2030 and shall not be liable to retire by rotation. Since Mr. Avind Kumar Newar has attained the age of 75 year, his appointment shall be through Special Resolution.

Except Mr. Arvind Kumar Newar and Mrs. Manju Khator and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their respect relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Item No. 5

The Articles of Association (“AoA”) of the Company as presently in force are based on the Companies Act, 1956.

In order to make the Articles of Association of the Company to comply with the relevant section / provisions under the Companies Act, 2013 and rules made thereunder, it is proposed to replace the existing Articles of Association of the Company by New set of Articles.

Pursuant to section 14 of the Companies Act, 2013, the consent of the Members of the Company by way of Special Resolution is required for adoption of new set of Articles of Association of the Company. Accordingly, this resolution has been placed for the Members approval.

The Board of Directors of the Company, therefore, recommends passing of the resolution set out at Item No. 5 in the Notice of this Annual General Meeting.

A copy of the proposed new set of Articles of Association of the Company would be available for inspection at the registered office of the Company situated at 29, Bank Street, First Floor, Fort, Mumbai 400 001 on working days except Saturdays and Public Holidays between 11.30 am to 5.00 pm up to the conclusion of this meeting.

None of the other Directors, Key Managerial Personnel and their respect relatives are in any way concerned or interested, financially or otherwise, in the said resolution

Item No. 6

Pursuant to the provision of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 and Regulations 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued thereunder to the extent applicable, other applicable regulation framed by the Securities Exchange Board of India in this regards, the Secretarial Auditors needs to be appointed for a period of 5 (Five) years.

The Board of Directors at its meeting held on September 3, 2025, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Members of the Company, appointment of M/s Girish Murarka & Co., Practicing Company Secretaries, as Secretarial Auditors of the Company on payment of such fee as may be mutually agreed between the Board of Directors and Secretarial Auditors, from time to time. The appointment of proposed Secretarial Auditors shall hold office for a Period of 5 (Five) consecutive years from FY 2025-26 to FY 2029-30.

The proposed Secretarial Auditors has confirmed that appointment, if made, will be within the limits of provisions of the Companies Act, 2013.. Further they have confirmed that they are not disqualified for being appointed as Secretarial Auditors in terms of the Companies Act, 2013 and rules made thereunder. The Approval of Members is required for appointment of the Secretarial Auditors and fixing their fees by means of Ordinary Resolution,

The Board recommend passing of the resolution as set out under item no. 6 the accompanying notice for approval of the members as Ordinary Resolution.

None of the other Directors, Key Managerial Personnel and their respect relatives are in any way concerned or interested, financially or otherwise, in the said resolution

**By order of the Board of Directors
Kajal Synthetics and Silk Mills Limited**

Sd/-

**Seetha Ramaiya K. Vellore
Managing Director
(DIN: 08216198)**

**Place: Mumbai
Date: September 3, 2025**

Information on Director being re-appointed as required under regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant provision of Secretarial Standard on General Meeting (SS-2)

Name of Director	Seetha Ramaiya K. Vellore	Arvind Kumar Newar	Mrs. Manju Khator
DIN	08216198	00469492	11272063
Date of Birth	15.03.1966	08.04.1945	01.04.1965
Relationship with other Directors inter-se	Nil	Nil	Nil
Date of Appointment	1 st October, 2018	Proposed to be appointed from 1 st October, 2025	Proposed to be appointed from 1 st October, 2025
Expert in Specialized Area	Accounts and Finance	Finance & Accounts	Audit & Internal Control
Qualification	B.com	B.A.	Chartered Accountants
No. of Equity Shares held in the Company	Nil	Nil	Nil
Directorship in other Public Limited Company	Nil	Listed Companies 1. HGI Industries Limited 2. Meenakshi Steel Industries Limited Unlisted Public Companies 1. Dhaneswari Woods Product Limited 2. Arvind Press Caps Limited 3. Kool Kidz Products Limited	Nil
Chairman / Membership of the Committee of other Company	Nil	HGI Industries Limited <u>Audit Committee</u> Member <u>Nomination and Remuneration Committee</u> Member <u>Stakeholders Relationship Committee</u> Member Meenakshi Steel Industries Limited <u>Audit Committee</u> Member <u>Nomination and Remuneration Committee</u> Member <u>Stakeholders Relationship Committee</u> Member	Nil

