Satyam Silk Mills

NOTICE is hereby given that the EXTRA ORDINARY GENERAL MEETING of SATYAM SILK MILLS LIMITED (CIN: L17110MH2004PTC030725), will be held on Wednesday on 24th June, 2026 at 2.00 p.m. at the registered office of the Company at 82 Maker Chambers III, Nariman Point Mumbai City MH 400021, to transact the following business:

1. **REVISION IN REMUNERATION PAYABLE TO MR. ROHITKUMAR MISHRA (DIN : 09515492) WHOLE TIME DIRECTOR OF THE COMPANY :-**

To consider and, if thought fit, to pass, with or with modification(s), the following Resolution as an Special Resolution:-

"RESOLVED THAT in furtherance to the Resolution passed at the Annual General Meeting of the Company held on 27th September, 2024 for remuneration payable to Mr. Rohitkumar Mishra, Whole-time Director, (DIN : 09515492) and pursuant to the provisions of Section 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act (including any statutory modification, variation thereto or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and subject to such other permissions, sanction(s) as may be required, approval of the Members of the Company be and is hereby accorded for revision in remuneration payable to Mr. Rohitkumar Mishra, Whole-time Director of the Company with effect from February 16, 2026 to February 15, 2028 upto a limit of Rs. 36,00,000 per annum (including all perquisites and allowances) with other terms and conditions of his appointment remaining the same and with the liberty of the Board to alter, vary and modify the terms and conditions of the said remuneration in such manner as may be agreed to between the Board and Mr. Rohitkumar Mishra.

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration including salary and perquisites approved herein be continued to be paid as minimum remuneration to Mr. Rohitkumar Mishra, Whole-time Director of the Company, subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation in the provisions of Schedule V of the Companies Act, 2013, relating to the payment of remuneration to the Managerial Personnel, the Board subject to the recommendation of the Nomination and Remuneration Committee be and is hereby authorized to vary the remuneration including salary and perquisites etc. within such prescribed limits.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents, instruments and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

2. **Appointment of Mr. Ashish Rameshwar Agarwal (DIN: 11385082) as Independent Director of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolutions as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act, and Rules framed thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Ashish Rameshwar Agarwal (DIN: 11385082), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 28th March, 2026, who meets the criteria for independence as provided under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five consecutive years i.e. from 28th March, 2026 upto 27th March, 2031 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby authorized to take all such steps as may be necessary, proper, and expedient to give effect to this Resolution."

By Order of the Board

For SATYAM SILK MILLS LIMITED

Sd/-
ROHITKUMAR MISHRA
WHOLE TIME DIRECTOR

DIN: 09515492

Place: Mumbai
Date: 29th May, 2026

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING**.

   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 FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Businesses to be transacted at the Meeting is annexed hereto.

3. **Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.

4. In terms of clause 1.2.5 of Secretarial Standards on General Meeting and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief resume of the directors proposed to be appointed/ reappointed at the meeting is enclosed.

5. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
6. Members who have not registered their e-mail addresses so far are requested to register their e-mail ID with RTA of the Company / Depository Participant(s) for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

7. Members holding shares in physical form are requested to notify change in address, bank mandate and bank particulars for printing on the dividend warrants, if any, under their signatures to M/s.MUFG Intime India Pvt. Ltd, C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai, Maharashtra, 400083.

8. Nomination facility: Members can avail the facility of nomination in respect of shares held by them in physical form in accordance with the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH - 13 duly filled in to RTA. The prescribed Form can be obtained from RTA. Members holding shares in electronic form may contact their Depository Participants for availing this facility.

9. Transfer of shares permitted in demat form only: In terms of Regulation 40 of SEBI LODR, effective 1st April, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In view of this and to eliminate all

risks associated with physical shares and for ease of portfolio management, all shareholders holding shares in physical form are requested to demat their shares at the earliest.

10. SEBI has mandated submission of Permanent Account Number (PAN) and Bank Account details by every participant in securities market. The members who are yet to update their PAN and/or Bank Account details are requested to update the same at the earliest by submitting requisite details and documents to the Company / RTA. Members holding shares in physical form can submit the same to the Company / RTA and members holding shares in electronic form to their Depository Participants.

11. In compliance with provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Section 108 of the Companies Act, 2013, read with the relevant rules of the Act, the Company is providing members the facility to cast their vote by electronic means. The detailed instructions for e-voting are annexed to this Notice.

12. Members may also note that the Notice of the Extra Ordinary General Meeting and the Explanatory statement will be available on the Company's website www.satyamsilkmill.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post at free of cost.

EVOTING INSTRUCTIONS:

Instructions for E-Voting and joining the Annual General Meeting are as follows:

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as amended, the Company is pleased to provide remote e-voting facility to enable them to cast their votes electronically on the resolutions mentioned in the Notice of the EGM of the Company scheduled to be held on Wednesday, 24th June, 2026. The Company has appointed Mr. Hitesh Gupta, Practicing Company Secretary, as the Scrutinizer for conducting the remote e- voting process and e-voting during the EGM in a fair and transparent manner. The list of shareholders/ beneficial owners shall be reckoned on the equity shares as on 16th June, 2026.

The Member(s) requiring any assistance with regard to use of technology for remote e-voting or voting at the AGM may contact Mr. Rajiv Ranjan (Assistant Vice-President) at the designated email ID: enotice@in.mpms.mufg.com or contact at 022-49186000.

The remote e-voting period will commence on 21st June, 2026 at 9.00 a.m. (IST) and ends on 23rd June, 2026 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 16th June, 2026 may cast their vote electronically. The remote e-voting module shall be disabled by MUFG Intime India Private Limited ("MUFG Intime") for voting thereafter. Once the vote on a resolution is cast by a Member, whether partially or otherwise, it shall not be allowed to change subsequently.

Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".

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

Remote e-Voting Instructions for shareholders:

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".
b) Click on "Beneficial Owner" icon under "IDeAS Login Section".
c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
c) Enter the last 4 digits of your bank account / generate 'OTP'
d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play App Store

METHOD 2 - NSDL e-voting website

Visit URL: https://www.evoting.nsdl.com

a) Click on the "Login" tab available under 'Shareholder/Member' section.

b) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
c) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
c) Enter the OTP received on your registered email ID/ mobile number and click on login.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com & click on New System Myeasi Tab.
b) Enter existing username, Password & click on "Login".
c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com
b) Go to e-voting tab.
c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website
b) After Successful login, user shall navigate through "e-voting" option.
c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

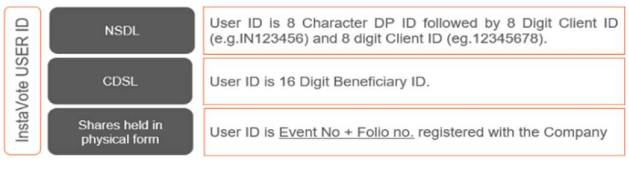
Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

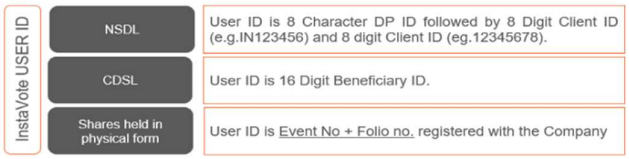
a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.
b) Enter details as under:
    1. User ID: Enter User ID
    2. Password: Enter existing Password
    3. Enter Image Verification (CAPTCHA) Code
    4. Click "Submit".
    (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")



Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.



3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
   - Shareholders holding shares in **NSDL form**, shall provide 'point 4' above
   - Shareholders holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
5. Set the password of your choice.
   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).
   Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
B. Select 'View' icon. E-voting page will appear.
C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in
B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
C. Fill up your entity details and submit the form.
D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
B. Click on "Investor Mapping" tab under the Menu Section
C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
2) 'Investor's Name - Enter Investor's Name as updated with DP.
3) 'Investor PAN' - Enter your 10-digit PAN.
4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on "Votes Entry" tab under the Menu section.
c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".
e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) After successful login, you will see "Notification for e-voting".
c) Select "View" icon for "Company's Name / Event number".
d) E-voting page will appear.
e) Download sample vote file from "Download Sample Vote File" tab.
f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding

securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at evoting@nsdl.co.in 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Click **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & E-voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at https://instavote.linkintime.co.in, under **Help** section or send an email to enotices@in.mpms.mufg.com or contact on: - Tel: 022 –4918 6000.

InstaVote Support Desk

MUFG Intime India Private

Limited FOR ATTENTION OF

SHAREHOLDERS

1. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the EGM or cast their vote through remote e-Voting may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning the name, folio number and complete address; and (ii) self-attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, Aadhar Card) in support of the address of the Member as registered with the Company; to the email address of the Company i.e. satyamsilkmill@gmail.com.

In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self-attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self-attested scanned copy of the PAN Card, to the email address of the Company i.e. satyamsilkmill@gmail.com.

2. Members are requested to immediately notify to the Registrar any change in their address, in respect of equity shares held in physical mode and to their depository participants (DPs) in respect of equity shares held in dematerialised form.

3. As per provisions of the Companies Act, 2013 read with relevant Rules thereof, facility for making nominations is available to individuals holding shares in the Company. Members holding shares in physical form may obtain Nomination Form No. SH-13 from the Company's RTA. Members holding shares in electronic form are required to approach their DPs for the nomination.

4. The Company's equity shares are compulsorily traded in dematerialised form by all investors Shareholders are requested to get the shares dematerialised in their own interest.

5. The Company has created an Email Id. 'satyamsilkmill@gmail.com, which is being used exclusively for the purpose of redressing the complaints of the investors.

6. Members should quote their Folio No. / DP Id-Client Id, email addresses, telephone / fax numbers to get a prompt reply to their communications.

7. The Notice of EGM along with the explanatory statement and other related documents are available at the website of the Company. The relevant documents w.r.t. the resolution shall be open and accessible for inspection by shareholder / investor at registered office of the Company on any working day except holidays.

8. The Scrutinizer shall after the conclusion of e-Voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e- Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the EGM, who shall then countersign and declare the result of the voting forthwith. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the EGM, i.e.24th June, 2026.

9. Members who wish to inspect the documents referred to in this Notice of EGM and explanatory statement on the date of EGM in electronic mode can send an email to satyamsilkmill@gmail.com.

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

Item No. 1 : **Revision in Remuneration payable to Mr. Rohitkumar Mishra (DIN : 09515492) Whole Time Director of the Company :-**

Pursuant to the provisions of Section 197, 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, in case the company has no profits or inadequate profits, the Company may pay remuneration in excess of the prescribed limits to its Managerial Personnel, subject to approval of shareholders by way of Special Resolution.

The Members of the Company at the 41st Annual General Meeting held on 27th September, 2024 had revised remuneration of Mr. Rohitkumar Mishra (DIN: 09515492) as the Whole -time Director of the Company for a remuneration upto Rs. 24,00,000/- per annum (inclusive of all perquisites and allowances) for the period from 1st April, 2024 to 31st March, 2026.

It is hereby proposed for revision in remuneration payable to Mr. Rohitkumar Mishra, Whole-time Director of the Company upto Rs. 36,00,000 (Rupees Thirty Six Lacs per annum) (including all perquisites and allowances) with effect from April 1, 2026 to February 15, 2028.

Except the change in overall limit of maximum remuneration as proposed in the relevant Resolution, all other terms and condition of the appointment of Whole-time Director, as approved by the Members at the Extra Ordinary General Meeting held on 15th May, 2023 shall remain unchanged.

Accordingly, the Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on 29th May, 2026, have approved the revision in remuneration payable to Mr. Rohitkumar Mishra (DIN: 09515492) Whole-time Director and the Board do hereby recommend the same for approval of the Members by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company except Mr. Rohitkumar Mishra himself and his relatives are in any way concerned or interested, financially or otherwise in the aforesaid Resolution.

Information pursuant to Schedule V of the Companies Act, 2013

GENERAL INFORMATION:

1) Nature of industry – REAL ESTATE

2) Financial performance based on given indicators –

(Rs. in Lakhs)

	2024-25	**2023-24**
Revenue from operations	--	--
Other Income	181.55	155.57
Total revenue	181.55	155.57
EBIDTA	104.94	91.89
EBIDTA Margin (%)		
Finance Costs	--	--
Depreciation and amortization expense	0.01	0.01
Profit before tax	104.93	91.88
Current Tax	24.00	31.82
Deferred tax	2.30	-8.67
Profit after tax	78.63	68.73
Other comprehensive income for the year, net of tax	-240.09	459.18
Total comprehensive income for the year	-161.46	527.91
Earning per share (Basic)	4.25	3.71
Earning per share (Diluted)	4.25	3.71

INFORMATION ABOUT THE APPOINTEE:

1) Background details:

Mr. Rohitkumar Mishra was appointed as a whole time director with effect from 16th February 2023. He looks after entire operations of the Company.

2) Past Remuneration:

Rs.24,00,000/- per annum inclusive of all perquisites and allowances.

3) Job profile and his suitability:

Job profile: He is responsible for the overall operations and the affairs of the Company including expansion under the supervision of the Board of directors.

Suitability: He is B.Com from University of Mumbai, Inter CA and has experience in the field of Finance and Accounts. He is now Whole Time Director and looks out entire operation of the Company.

4) **Remuneration proposed**:

In a range of Rs. 24,00,000/- per annum to Rs. 36,00,000/- per annum computed in the manner laid down under Section 198 of the Companies Act, 2013.

Minimum Remuneration: In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any Financial Year(s) Mr. Rohitkumar Mishra, Wholetime Director shall be entitled to a minimum remuneration comprising salary, perquisites and benefits as detailed above, subject to such other approvals as may be necessary.

5) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person**:

Considering the background, competence and experience of Mr. Rohitkumar Mishra and compared to the remuneration packages of similarly placed personnel of other corporate bodies, the terms of the remuneration as set out in the Resolution are considered to be fair, just and reasonable

6) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

He is not related directly or indirectly with the managerial personnel. He does not hold any equity shares of the Company.

OTHER INFORMATION:

i. Reason of loss or inadequate profits

The Company has posted a net profit after tax (as per Section 198) of Rs. 78.63 Lakhs during the year ended 31st March 2025.

ii. Steps taken for improvement

The Company is expanding its capacity, by way of purchasing flats, villas and commercial spaces as part of our inventories and renovate / reconstruct them and to sell them which are made to for improvement in the turnover and profitability of the Company.

iii. Expected increase in productivity and profits in measurable terms

In view of expansion undertaken by the Company, the Company expects to increase in its inventories which may lead to increase in margin of profits. The Company has also undertaken cost optimization initiatives which benefits will crystalized in coming years.

iv. Directorship in other companies:

He is director in Prime Wovens Pvt. Pvt Ltd, Dotson Steel Pvt. Ltd, Mrinalini Trading Co Private Limited, Chinchwad Yatayat Private Limited, Richmond Traders Private Limited.

Membership/Chairmanship of committees in other Companies:

Sr. No.	Name of the Company	Name of Committee	Member / Chairman
1.	NIL	NIL	NIL

5 board meetings were conducted during the year ended March 2025 and Mr. Rohitkumar Mishra has attended all meetings.

Item No. 2 : **Appointment of Mr. Ashish Rameshwar Agarwal (DIN: 11385082) as Independent Director of the Company**.

The Board of Directors, vide its resolution dated 28th March 2026, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Ashish Rameshwar Agarwal (DIN: 11385082) as an Additional Director of the Company, designated as an Independent Director, with effect from 28th March 2026, subject to the approval of the shareholders.

Pursuant to the applicable provisions of the Companies Act, 2013 ("Act"), approval of the members is now being sought for the appointment of Mr. Ashish Rameshwar Agarwal as an Independent Director of the Company for a term of five consecutive years commencing from 28th March 2026. Further, Mr. Ashish Rameshwar Agarwal shall not be liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013.

Brief Profile of Mr. Ashish Rameshwar Agarwal:

Mr. Ashish Rameshwar Agarwal is a Chartered Accountant by profession and possesses more than seven years of experience in corporate and financial matters.

Mr. Ashish Rameshwar Agarwal has submitted a declaration to the Board confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of the proviso to Section 152(5) of the Companies Act, 2013, the Board is of the opinion that Mr. Ashish Rameshwar Agarwal fulfils the conditions specified under the Act for his appointment as an Independent Director of the Company.

The Company has also received from Mr. Ashish Rameshwar Agarwal:

- his consent in writing to act as a Director; and
- confirmation that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

Further, the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. Ashish Rameshwar Agarwal for appointment to the office of Independent Director.

The requisite disclosures and information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)

issued by the Institute of Company Secretaries of India, relating to Mr. Ashish Rameshwar Agarwal, are provided in a separate section of this Notice.

Mr. Ashish Rameshwar Agarwal does not hold any shares or securities of the Company, either in his individual capacity or beneficially on behalf of any other person.

Except Mr. Ashish Rameshwar Agarwal and his relatives, none of the other Directors, Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution at Item No. 2 for approval of the members.

Details of the Directors proposed to be re-appointed at the AGM

(Pursuant to Regulation 26 (4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2))

Particulars	**Mr. Ashish Rameshwar Agarwal**
DIN	11385082
Category of Director	Non Executive, Independent Director
Age	28 years
Date of appointment	28.03.2026
Brief Resume (including profile, qualification, experience and expertise in specific functional areas)	He is CA with experience of more then 7 years in Accounts and Taxation matters.
Shareholding in the Company (as on the date of the Notice of AGM)	Nil
Relationship with other Director/ Key Managerial Personnel of the Company	**None**
Listed entities from which the Director has resigned in the past three years	NIL
No. of Board Meetings attended	NIL
Directorships held in other companies (including the Company as on the date of the Notice of AGM)	NIL
Companies in which Director is Chairman/Member* of the Committee of the Board (as on the date of the Notice of AGM)	*None
Terms and conditions of re-appointment	As mentioned in the Explanatory statement attached to the Notice.

***Note**: For the purpose of counting membership in Board Committee, Chairmanship/ Membership of the Audit Committee and the Stakeholders Relationship Committee alone are considered.

Satyam Silk Mills

ROUTE MAP OF THE VENUE