SILK MILLS LIMITED
AN IS / ISO 9001 : 2015 CERTIFIED COMPANY

413, Tantia Jogani Indl. Premises, (Sitaram Mill Compound), N. M. Joshi Marg, Lower Parel (East), Mumbai - 400011.
Tel.: 40750601 / 23021616 ● Fax : 23021816 ● Email : ginitex@ginitex.com ● www.ginitex.com ● CIN NO.: L17300MH1981PLC024184

August 05, 2026

To,
BSE Limited,
Dept. of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai-400 001.

[BSE Scrip code: 531744]

Subject: Notice of the 46th Annual General Meeting of the Company for Financial Year 2025-26

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III Part A Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, please find enclosed herewith the Notice of the 46th Annual General Meeting (AGM) of the Company scheduled to be held on Saturday, August 29, 2026 at 12:00 p.m. (IST) through Video Conferencing (VC) /Other Audio Visual Means (OAVM).

The said Notice forms part of the Annual Report of the Company for the Financial Year 2025-26, and is uploaded on the Company's website www.ginitex.com

Kindly take this information in your records.

Thanking you,
Yours faithfully,

For **GINI SILK MILLS LIMITED**

DEEPAK VISHWANATH HARLALKA

Digitally signed by DEEPAK VISHWANATH HARLALKA
DN: c=IN, o=PERSONAL, title=3084, pseudonym=eb8aa4c86b11457280c99f8b232808fb, 2.5.4.20=4ad70d065c152e9c56e17b5501ac99c3237323274536823 1f701d320d56f0c3f, postalCode=400011, st=Maharashtra, serialNumber=6f2c223a88613020d1e5adf656e45eb6e7d2e4ff6c7a0f4c652f0c188f0526d2, cn=DEEPAK VISHWANATH HARLALKA
Date: 2026.08.05 17:12:07 +05'30'

DEEPAK HARLALKA
MANAGING DIRECTOR
DIN: 00170335

Encl.: *As above*

NOTICE

NOTICE is hereby given that the 46th(Forty-Sixth) Annual General Meeting of the Members of **GINI SILK MILLS LIMITED** (the "Company") will be held on **Saturday, August 29, 2026** at **12.00 Noon (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026 together with the reports of Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. Pranav Deepak Harlalka (DIN: 08290863), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS:

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 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Policy on Related Party Transaction(s) of the Company and based on the approval of the Audit Committee and recommendation of the Board of Directors of the Company, consent of the members be and is hereby accorded for entering into material related party transactions/ arrangements with related parties during the financial year 2026-27 and up to the date of the next Annual General Meeting ("AGM") of the Company for a period not exceeding fifteen months, wherein fresh approval of the Members shall be obtained in this regard, as more specifically set out in Table nos. A1 and A2 in the explanatory statement to this resolution on the respective material terms & conditions set out in each of Table nos. A1 and A2;

RESOLVED FURTHER THAT the Board of Directors and/or a committee thereof, be and is hereby, authorized to do all such acts, matters, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this ordinary resolution."

4. APPOINTMENT OF MR. HITESH NANDLAL PODDAR (DIN: 11677641), AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and such other rules, as may be applicable, Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") as amended from time to time and, on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Hitesh Nandlal Poddar (DIN: 11677641), who has been appointed as an Additional Director (Independent) of the Company with effect from May 30, 2026, in terms of Section 161 of the Act and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act along with the rules made thereunder and Regulation 16(1)(b) and 25(8) of the Listing Regulations and who is eligible for appointment under the provisions of the Act, Rules made thereunder and the Listing Regulations, be and is hereby appointed as a Non- Executive, Independent Director of the Company for a term of 5 (five) consecutive years commencing from May 30, 2026, up to and including May 29, 2031, and that he shall not be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Hitesh Nandlal Poddar shall be entitled to receive the remuneration / fees / commission as permitted to be received in the capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) thereof) and the Company Secretary be and are hereby severally authorised to do all such acts, and take all such steps as may be necessary, proper or expedient to give effect to the resolution."

5. RE-APPOINTMENT OF MR. PRANAV DEEPAK HARLALKA (DIN: 08290863) AS WHOLE TIME DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and Schedule V and any other applicable provision of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of Nomination and Remuneration Committee and Board of Directors, the consent of the Members be and is hereby accorded to re-appoint Mr. Pranav Deepak Harlalka

(DIN: 08290863) as Whole-time Director of the Company for a period of Three years w.e.f. August 10, 2026 and payment of remuneration on such terms and conditions as set out in the explanatory statement annexed herewith, notwithstanding that aggregate annual remuneration of all Executive Directors exceeds 5% of the net profit of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Pranav Harlalka, Whole Time Director of the Company, subject to the provisions of Section 152 of the Companies Act, 2013 shall be liable to retire by rotation during his tenure as Whole-time Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such act, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this Resolution."

By Order of the Board of Directors
GINI SILK MILLS LIMITED

Sd/-
Deepak Harlalka
DIN: 00170335
Chairman and Managing Director

Date: July 28, 2026
Place: Mumbai

Registered Office:
413, Tantia Jogani Industrial Estate Premises,
Opp. Kasturba Hospital, J. R. Boricha Marg,
Lower Parel (East), Mumbai, Maharashtra, India - 400011.

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, ('Act') setting out material facts concerning the business with respect to Item No. 3, 4 and 5 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking appointment/ re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is attached and forms part of this Notice. Requisite declarations have been received from the Director(s) seeking appointment/re-appointment.

2. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars") and SEBI latest Circular No. SEBI/ HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 permitted convening the Annual General Meeting ("AGM"/"Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the Members at a common venue. In accordance with the aforesaid Circulars and applicable provisions, if any of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI (LODR) Regulations, 2015") the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. .

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Latest Circular dated September 22, 2025, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited for facilitating voting through electronic means, as the authorized e-Voting service provider. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Bigshare Services Private Limited.

4. In terms of Sections 101 and 136 of the Companies Act, 2013 and rules made thereunder read with SEBI Circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023,October 07, 2023 and October 03, 2024 and MCA Circulars, the listed companies may send the notice of AGM and the annual report, including Financial Statements, Boards' Report, etc. by electronic mode. Pursuant to the said provisions of the Act read with the applicable MCA & SEBI circulars, notice of Forty Sixth AGM along with the Annual Report for F.Y. 2025-26 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Registrar and Share Transfer Agent ("RTA")/ Depositories Participants ("DP")/ depositories.

5. 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 to at least 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.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013..

7. Pursuant to MCA Circulars on AGM held through VC/ OAVM the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.ginitex.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.The AGM notice is also disseminated on the website of Bigshare (agency for providing the remote e-voting facility and e-voting system during the AGM i.e., https://ivote.bigshareonline.com.

9. Shareholders seeking any information with regard to accounts or any other matter to be placed at the AGM are requested to write to the Company at least 10 days before the meeting so that the information is made available by the management on the day of the meeting..

10. Shareholders holding shares in physical form are requested to intimate any change in their residential address to Bigshare Services Private Limited at Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra, Registrar and Transfer Agent of the Company, immediately.

11. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register their email address with their respective depository participant (DPs), where shares are held in Demat mode. Shareholders who are holding shares in Demat mode are requested to notify any change in their residential address and/ or email address immediately to their respective depository participants.

12. The Company has appointed M/s. Sandeep Dar & Co., Practicing Company Secretaries, Navi Mumbai, to act as the scrutinizer, to scrutinize the remote e-voting and e-voting at AGM in accordance with the law in a fair and transparent manner.

13. 13. Since the meeting will be conducted through VC/ OAVM facility, the route map is not annexed to this Notice.

14. In compliance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company will send a letter providing the web-link, including the exact path, where complete details of the Annual Report are available to those shareholder(s) who have not registered their email address(es) either with the Depositories or Company/ RTA of the Company.

15. Pursuant to SEBI Circular dated July 02, 2025 and January 6, 2026, read with SEBI Master Circular issued to RTAs dated February 6, 2026, Members who had submitted transfer deeds for physical shares before April 1, 2019, and whose requests were rejected, returned, or remained unprocessed due to deficiencies, have been provided a special relodgement window till February 4, 2027 to re-lodge their requests for the transfer of physical shares. Transfers would be approved if all the requisite documents are in place. Transfer of shares under this window will be credited only in dematerialised form and will carry a one-year lock in period from the date of transfer registration. Members are requested to contact the Company or the RTA for assistance in this regard..

16. SEBI vide its circular dated 25 January 2022, has mandated that the listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate share certificates, claim from unclaimed suspense account renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates / folios, transmission, transposition, etc. Accordingly, Members are requested to submit duly filled Form ISR-4 or Form ISR-5, as applicable, for the above-mentioned requests and surrender their original securities certificate(s) for processing of service requests to the RTA. With effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation by the Company / RTA while processing service requests. Accordingly, securities will be credited directly to the Member's demat account upon submission of valid demat account details along with the latest Client Master List.

17. SEBI vide Master Circular dated February 6, 2026 has simplified the process and reduced the documentation requirements for issuance of duplicate share certificate. Duplicate Shares will be issued only in dematerialised form.

Documents Required for Issuance of Duplicate Share Certificate.	
VALUES OF SHARES	**DOCUMENTS REQUIRED**
Up to ₹10,000	Undertaking on plain paper (No notarisation required).
Above ₹10,000 and up to ₹10,00,000	Affidavit-cum-Indemnity Bond on a non-judicial stamp paper of appropriate value.
Above ₹10,00,000	(i) Affidavit-cum-Indemnity Bond on a non-judicial stamp paper of appropriate value; (ii) Copy of FIR/Police Complaint regarding loss of share certificate; and (iii) Newspaper Advertisement regarding loss of share certificate.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

i. a) The register of members and share transfer books will remain closed from August 23, 2026 to August 29, 2026. (Both days inclusive)

b) The voting period begins on August 26, 2026 at 9:00 a.m. and ends on August 28, 2026 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 22, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

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

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

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

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

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

1. Pursuant to above said SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit CDSL Website www.cdslindia.com and click on Login icon and select New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, so that the user can visit the e-Voting service providers' website directly.

Type of shareholders	Login Method
	3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can Click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period or joining virtual meeting &voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.1800 22 55 33
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-48867000.

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

   You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com

   - Click on **"LOGIN"** button under the **'INVESTOR LOGIN**' section to Login on E-Voting Platform.
   - Please enter your **'USER ID'** (User id description is given below) and **'PASSWORD'** which is shared separately on you register email id.
   - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
   - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
   - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **'LOGIN'** under **'INVESTOR LOGIN'** tab and then Click on **'Forgot your password**?'
- Enter **"User ID"** and **"Registered email ID"** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **'Reset'**.

  (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system page** will appear.
- Click on **"VIEW EVENT DETAILS (CURRENT)"** under **'EVENTS'** option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option **"IN FAVOUR"**, **"NOT IN FAVOUR"** or **"ABSTAIN"** and click on **"SUBMIT VOTE"**. A confirmation box will be displayed. Click **"OK"** to confirm, else **"CANCEL"** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on investor portal.

3. **Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on **"REGISTER"** under **"CUSTODIAN LOGIN"**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id".**

NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **'LOGIN'** under **'CUSTODIAN LOGIN'** tab and further Click on **'Forgot your password?**
- Enter **"User ID"** and **"Registered email ID"** Click on **I AM NOT A ROBOT(CAPTCHA)** option and click on **'RESET'**.

(In case a custodian is having valid email address, Password will be sent to his /her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under **"DOCUMENTS"** option on custodian portal.
- Click on **"DOCUMENT TYPE"** dropdown option and select document type power of attorney (POA).
- Click on upload document **"CHOOSE FILE"** and upload power of attorney (POA) or board resolution for respective investor and click on **"UPLOAD"**.
- **Note:** The power of attorney (POA) or board resolution has to be named as the **"InvestorID.pdf"** (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select **"VOTE FILE UPLOAD"** option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **"UPLOAD"**. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can **"CHANGE PASSWORD"** or **"VIEW/ UPDATE PROFILE"** under **"PROFILE"** option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs')and i-Vote e-Voting module available at https://ivote.bigshareonline.com,under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

4. **Procedure for joining the AGM through VC/ OAVM:**

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).

- After successful login, **Bigshare E-voting system** page will appear.
- Click on **"VIEW EVENT DETAILS (CURRENT)"** under **'EVENTS'** option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option. For joining virtual meeting, you need to click on **"VOTE NOW VC/OAVM"** link placed beside of **"VIDEO CONFERENCE LINK"** option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/ EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/ EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/ EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to https://ivote.bigshareonline.com or call us at: 1800 22 54 22, 022-62638338.

By Order of the Board of Directors
GINI SILK MILLS LIMITED

Sd/-

Deepak Harlalka
DIN: 00170335
Chairman and Managing Director

Date: July 28, 2026
Place: Mumbai

Registered Office:
413, Tantia Jogani Industrial Estate Premises,
Opp. Kasturba Hospital, J. R. Boricha Marg,
Lower Parel (East), Mumbai, Maharashtra, India - 400011.

Detail of Directors seeking appointment and/or re-appointment at the ensuing Annual General Meeting as per Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard 2 – General Meetings issued by ICSI

Annexure to Item 4

Sr. no.	Name of Director	HITESH NANDLAL PODDAR
1.	Date of Birth	23/01/1997
2.	Age	29 Years
3.	Date of first Appointment on the Board	30/05/2026
4.	DIN	11677641
5.	Expertise in Specific functional area	Advertising
6.	Qualification	PGDM from Deviprasad Goenka Management College of Media Studies
7.	Terms and Conditions of Appointment or Re-Appointment or Re-Designation	Appointed as a Non-Executive Independent Director for five consecutive years with effect from 30th May, 2026, and shall not be liable to retire by rotation.
8.	Remuneration sought to be paid and remuneration last drawn	-
9.	Number of Meetings of Board attended during the Year	-
10.	Names of other entities in which he holds the directorship	None
11.	Names of entities in which he holds Membership/ Chairmanship of other Boards	None
12.	Name of listed entities from which he has resigned in the past three years	None
13.	Relationships, if any, between Director inter-se	None
14.	Number of shares and convertible instruments held by non-executive directors	Not Applicable
15.	Number of shares held as a beneficial owner, if any	Not Applicable

Annexure to Item 2 & 5

Sr. no.	Name of Director	PRANAV DEEPAK HARLALKA
1.	Date of Birth	29/06/1989
2.	Age	37 Years
3.	Date of first Appointment on the Board	27/07/2020
4.	DIN	08290863
5.	Expertise in Specific functional area	Business Management
6.	Qualification	B. Com, Animation- London College of Communication (London), B. Sc- Bournemouth University (U.K.)
7.	Terms and Conditions of Appointment or Re-Appointment or Re-Designation	Re-Appointment of Director retiring by rotation offering himself for re-appointment and Re-appointment as a Whole Time Director
8.	Remuneration sought to be paid and remuneration last drawn	Remuneration sought to be paid: Rs. 2,00,000 Per Month. Remuneration last drawn: Rs. 24,00,000/- Per annum (F.Y. 2025-2026)
9.	Number of Meetings of Board attended during the Year	8 (Eight)
10.	Names of other entities in which he holds the directorship	Gini Tex Private Limited
11.	Names of entities in which he holds Membership/ Chairmanship of other Boards	Not Applicable

12.	Name of listed entities from which he has resigned in the past three years	Not Applicable
13.	Relationships, if any, between Director inter-se	Deepak Harlalka (Father) Anjali Harlalka (Mother)
14.	Number of shares and convertible instruments held by non-executive directors	Not Applicable
15.	Number of shares held as a beneficial owner, if any	Not Applicable

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") and Circulars issued there under:

Item 3:

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") read with Rules made thereunder and Regulation 23 of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR"), shareholders' approval is required for material related party transactions through ordinary resolution. The approval of the shareholders under Regulation 23 of the SEBI Listing Regulations is required even if the transactions are in the ordinary course of business of the concerned company and at arm's length basis.

The aggregate amount of foreseen transaction(s) / contract(s)/ arrangement(s)/ agreement(s) to be entered into with the following Related Parties during the FY 2026- 2027 shall exceed 3.90 Crore i.e. 10% (ten per cent) of the annual turnover as per the audited financial statements for the FY 2025-26. It is proposed to seek approval of the Members to enter into transaction(s) / contract(s)/ arrangement(s)/ agreement(s):

Name of Related Party	Name of interested Director(s)/ KMP(s)	Nature of relationship	Nature of Transaction	Period of Transaction	Estimated transaction value for the Financial Year Ending March 31, 2027 (Rs. In Lakhs)
Gini Tex Private Limited	1. Deepak Harlalka 2. Pranav Harlalka 3. Anjali Harlalka	Common Directors and Shareholders	1. Job work services provided	2026-27	1000.00
			2. Rent Payable	2026-27	10.00
			3.Grey purchase	2026-27	400.00
			4.Dyed purchase	2026-27	200.00
			5.Sales Dyed Fabrics	2026-27	200.00
Deepak Harlalka	1. Pranav Harlalka 2. Anjali Harlalka	Mrs. Anjali Harlalka (wife) Mr. Pranav Harlalka (Son)	Advancing of Loan to the Company	2026-27	400.00

The Management has provided the Audit Committee with details of the proposed Material Related Party Transactions (RPTs) as per Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Master Circular") . After reviewing the information, the Audit Committee approved the RPTs in its meeting held on May 22, 2026, confirming that these transactions are at arm's length and in the ordinary course of business. The RPTs will be monitored quarterly by the Audit Committee, in line with Regulation 23 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013 and will remain within the approved monetary limits. Any material modifications will be presented to shareholders for approval as per SEBI Regulation 23(4). The Audit Committee and the Board, in their meeting held on May 22, 2026, agreed that these transactions are in the best interests of the Company and its shareholders.

The value of transactions (for which the approval is being sought) for the period commencing from April 1, 2026 till the date of this Notice has not exceeded the existing limits approved by members / the materiality threshold and is not likely to exceed the existing limits approved by members / the materiality threshold till the approval of these transactions by the members.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of SEBI Master Circular" along with details as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") are set forth below:

A1. Transactions between the Company and Gini Tex Private Limited

Sr. No.	Particulars	Details
1.	A.Name of the related party	Gini Tex Private Limited
	B. Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/ Passport for individuals or any other registration number	U17100MH1988PTC047476
	C. Nature of Relationship with the listed entity or its subsidiary,	Gini Tex Private Limited is a related party by virtue of having common directors, namely Mr. Deepak Vishwanath Harlalka and Mr. Pranav Harlalka, who are also directors/promoters of Gini Silk Mills Limited.
	D. Nature of its concern or interest (financial or otherwise),	The related party has a financial interest arising from the proposed transactions relating to (a) Job Work Services Provided, (b) Grey Purchases, (c) Dyed Purchases, and (d) Sales of Dyed Fabrics undertaken in the ordinary course of business (e) Rent Payable.
	E. Shareholding of the listed entity / subsidiary whetherdirector indirect, in the related party	Gini Silk Mills Limited directly holds 1,95,000 equity shares (13.13%) in Gini Tex Private Limited
	F. Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary	Nil
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	a) Mr. Deepak Vishwanath Harlalka - Promoter and Director (Common Director) b) Mr. Pranav Deepak Harlalka - Promoter and Director (Common Director)
3.	Date of Approval by the Board	May 22, 2026
4.	Date of Approval by the Audit Committee	May 22, 2026
5.	a) Type of the Transaction	(i) Job Work Services Provided (ii) Grey Purchases (iii) Dyed Purchases (iv) Sales Dyed Fabrics (v) Rent Payable
	b) Tenure of the Transaction	For the FY 2026-27 and upto the date of next Annual General Meeting.
	c) Basis of determination of price	Prices are determined based on prevailing market conditions, nature of goods/services, quality, quantity and mutually agreed commercial terms, ensuring that the transactions are undertaken on an arm's length basis.
	d) Bidding or other process if any, applied for choosing a party for sale	Not Applicable
	e) Other material terms and particulars	Transactions shall be carried out on mutually agreed terms and conditions. The transactions relate to purchase/sale of fabrics and providing of job work services required for the Company's business operations. The above arrangements are continuing business transactions. Approval of the members is being sought for the transactions during the period for FY 2026-27.
	f) Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	The Company estimates that the monetary value for transactions for FY 2026-27 to be up to for (in ₹ Lakhs) (a) Job Work Services Provided- 1000.00 (b) Grey Purchases-400.00 (c) Dyed Purchase- 200.00 (d) Sales Dyed Fabrics- 200.00 (e) Rent Payable- 10.00
	g) Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes

<table>
<tr><td rowspan="1">6.</td><td>Value of the transaction as a percentage of-
(i) Listed entity's annual Standalone/ consolidated turnover for the immediately preceding financial year</td><td colspan="2">i) The estimated transaction value at 5(f)(a) above for FY 2026-27 represents: 25.61% of annual standalone turnover of the Company for FY 2025-26;
ii) The estimated transaction value at 5(f)(b) above for FY 2026-27 represents: 10.24% of annual standalone turnover of the Company for FY 2025-26;
iii) The estimated transaction value at 5(f)(c) above for FY 2026-27 represents: 5.12% of annual standalone turnover of the Company for FY 2025-26;
iv)The estimated transaction value at 5(f)(d) above for FY 2026-27 represents: 5.12% of annual standalone turnover of the Company for FY 2025-26;
v) The estimated transaction value at 5(f)(e) above for FY 2026-27 represents: 0.26% of annual standalone turnover of the Company for FY 2025-26;</td></tr>
<tr><td rowspan="2">7.</td><td rowspan="2">Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.</td><td>Nature of Transactions</td><td>FY 2025-26 (Amt. In Lakhs)</td></tr>
<tr><td>(a) Job Work Services
(b) Grey/ Dyed Purchases
(c) Sales Dyed Fabrics
(e) Rent Payable</td><td>577.67
4.08
0.55
4.50</td></tr>
<tr><td rowspan="2">8.</td><td rowspan="2">Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year and in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought</td><td>Nature of Transactions</td><td>FY 2026-27 (upto June 30, 2026) (Amt. In Lakhs)</td></tr>
<tr><td>(a) Job Work Services
(b) Grey/Dyed Purchase
(c) Sales Dyed Fabrics
(d) Rent Payable</td><td>155.30
0.99
0.00
1.12</td></tr>
<tr><td>9.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year</td><td colspan="2">No</td></tr>
<tr><td>10.</td><td>In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:
a. Amount of Trade advance
b. Tenure
c. Whether same is self-liquidating?</td><td colspan="2">Not Applicable</td></tr>
<tr><td>11.</td><td>Justification as to why the RPT is in the interest of the listed entity</td><td colspan="2">The proposed transaction between Gini Silk Mills Limited ("the Listed Entity") and Gini Tex Private Limited ("the Related Party") is in the ordinary course of business and on an arm's length basis.
Gini Tex Private Limited is engaged in the manufacturing of grey fabric, while Gini Silk Mills Limited possesses the required infrastructure, technical expertise, and processing facilities for carrying out job work services such as dyeing, printing, and finishing of grey fabric.
The transaction enables the Listed Entity to optimally utilize its installed processing capacity, resulting in improved operational efficiency, better absorption of fixed costs, and generation of additional revenue through job work charges. The common management between the entities also facilitates effective coordination, streamlined operations, and timely execution of orders, thereby enhancing overall business efficiency.
Accordingly, the proposed transaction is commercially beneficial and is in the interest of the Listed Entity as it contributes to increased revenue, efficient utilization of resources, and sustainable business operations, while being undertaken in compliance with applicable legal and regulatory requirements</td></tr>
<tr><td>12.</td><td>Any valuation or other external report relied upon by the listed entity in relation to the transactions</td><td colspan="2">Not Applicable</td></tr>
<tr><td>13.</td><td>Any other information that may be relevant</td><td colspan="2">All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.
Please refer Table B1 for other details as per the RPT Industry Standards.</td></tr>
</table>

A2. Transactions between the Company and Mr. Deepak Vishwanath Harlalka

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td rowspan="6">1.</td><td>A. Name of the related party</td><td>Mr. Deepak Vishwanath Harlalka</td></tr>
<tr><td>B. Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/ Passport for individuals or any other registration number</td><td>AAAPH5628M</td></tr>
<tr><td>C. Nature of Relationship with the listed entity or its subsidiary</td><td>Promoter of Gini Silk Mills Limited.</td></tr>
<tr><td>D. Nature of its concern or interest (financial or otherwise),</td><td>Financial interest as the proposed lender to the Company and as a Promoter holding equity shares in the Company.</td></tr>
<tr><td>E. Shareholding of the listed entity / subsidiary whether direct or indirect, in the related party</td><td>Nil</td></tr>
<tr><td>F. Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary</td><td>Mr. Deepak Vishwanath Harlalka directly holds 33.98% of the equity share capital of Gini Silk Mills Limited.</td></tr>
<tr><td>2.</td><td>Name of Director(s) or Key Managerial Personnel who is related, if any</td><td>a) Mrs. Anjali Deepak Harlalka (Wife) b) Mr. Pranav Deepak Harlalka (Son)</td></tr>
<tr><td>3.</td><td>Date of Approval by the Board</td><td>May 22, 2026</td></tr>
<tr><td>4.</td><td>Date of Approval by the Audit Committee</td><td>May 22, 2026</td></tr>
<tr><td rowspan="6">5.</td><td>a) Type of the Transaction</td><td>Advancing of Loan to the Company (Secured/Unsecured)</td></tr>
<tr><td>b) Tenure of the Transaction</td><td>For the FY 2026-27 and upto the date of next Annual General Meeting.</td></tr>
<tr><td>c) Basis of determination of price</td><td>Interest rate and other commercial terms shall be mutually agreed at the time of availing the loan</td></tr>
<tr><td>d) Bidding or other process if any, applied for choosing a party for sale</td><td>Not Applicable</td></tr>
<tr><td>e) Other material terms and particulars</td><td>Company may avail unsecured loan from the Promoter from time to time to meet its working capital and/or business requirements. Exact amount, tenure, interest rate and repayment terms shall be finalized at the time of each drawdown, subject to applicable approvals.
Approval of the members is being sought for the transactions during the period for FY 2026-27.</td></tr>
<tr><td>f) Value of the transaction</td><td>₹400 Lakhs (₹4,00,00,000) (Maximum estimated value of the proposed transaction during the financial year 2026-27)</td></tr>
<tr><td>6.</td><td>Value of the transaction as a percentage of-
(i) Listed entity's annual Standalone/ consolidated turnover for the immediately preceding financial year.</td><td>i) The estimated transaction value at 5(f) above for FY 2026-27 represents: 10.24% of annual standalone turnover of the Company for FY 2025-26;</td></tr>
<tr><td>7.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year and in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought</td><td><table><tr><th>Nature of Transactions</th><th>FY 2025-26 (Amt. In Lakhs)</th><th>FY 2026-27(upto June 30,2026 (Amt. in Lakhs)</th></tr><tr><td>Unsecured Loan</td><td>0.16</td><td>0.05</td></tr></table></td></tr>
<tr><td>8.</td><td>In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:
a. Amount of Trade advance
b. Tenure
c. Whether same is self-liquidating?</td><td>Not Applicable</td></tr>
<tr><td>9.</td><td>Justification as to why the RPT is in the interest of the listed entity</td><td>The proposed transaction will provide the Company with financial flexibility to meet its working capital and other business requirements. Availing funds from the Promoter is expected to ensure timely availability of finance on mutually agreed commercial terms, thereby supporting the Company's operations and growth. Accordingly, the proposed transaction is in the interest of the Company.</td></tr>
<tr><td>10.</td><td>Any valuation or other external report relied upon by the listed entity in relation to the transactions</td><td>Not Applicable</td></tr>
<tr><td>11.</td><td>Any other information that may be relevant</td><td>All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.
Please refer Table B1 for other details as per the RPT Industry Standards.</td></tr>
</table>

TABLE B1 OTHER DETAILS AS PER INDUSTRY STANDARDS

Sr. No.	Name of the Related Party	Nature of Business of the Related Party	Country of Incorporation of the Related Party	Financial Performance of Related Party during FY 2025-26 (Rs. in Lakhs)			Details of promoter(s)/director(s)/KMP of the Listed Entity having interest in the transaction, whether directly or indirectly	
				Turnover	Net Profit (PAT)	Networth	a. Name of the director/KMP	b. Shareholding
1.	Gini Tex Private Limited	Textile manufacturing industry and producing top quality weaves and fabrics ranging from 100% Cotton, Linens, Polyester, 100% Hemp, Bamboo, Viscose blends and Cotton blends with a wide variety of designs and different finishes.	India	5911.20	195.94	4023.46	(i) Mr. Deepak Vishwanath Harlalka, and Mr. Pranav Deepak Harlalka, Directors of the Company, who are also directors on the Board of Gini Tex Private Limited to the extent of their shareholding, if any, may be deemed to be Concerned or interested in the transaction. (ii) Mrs. Anjali Harlalka, being Director of the Company, holds shares in Gini Tex Private Limited.	(i) Mr. Deepak Vishwanath Harlalka-32.08% (ii) Mr. Pranav Deepak Harlalka-29.62% (iii) Mrs. Anjali Harlalka-9.56%
2.	Mr. Deepak Harlalka	Advancing of Loan to the Company	India	NA	NA	NA	(i) Mr. Pranav Harlalka (Son) (ii) Mrs. Anjali Harlalka (Wife)	NA

As per the Act and Regulation 23 of Listing Regulations, related party(ies) to the transactions of the Company shall abstain from voting on said ordinary resolution.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution set out at item no. 3 for your consideration and approval.

Item 4:

Mr. Hitesh Nandlal Poddar was appointed as an Additional Director in Independent capacity by the Board of Directors in their meeting held on May 22, 2026 w.e.f. May 30, 2026 upto May 29, 2031. His tenure as an Additional Director is till the date of ensuing Annual General Meeting. Mr. Hitesh Nandlal Poddar is eligible for appointment as an Independent Director of the Company.

The Company has received from Mr. Hitesh Nandlal Poddar:

i. Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

ii. Intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of section 164 of the Act.

iii. A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

BRIEF PROFILE

Mr. Hitesh Nandlal Poddar, 29 years old, has a Bachelor of Management Studies from Prahladrai Dalmia Lions College of Commerce & Economics, Mumbai. He is a seasoned professional with deep expertise in Corporate and Brand Strategy, driving cohesive and impactful positioning across diverse markets. Proven ability to design and execute Integrated Marketing Communications that align brand vision with business objectives, ensuring consistent messaging and measurable outcomes across channels and possesses requisite knowledge, experience and skill for the position; thus, the Board considered his appointment as an Independent Director. Details relating to his appointment as required by the Companies Act 2013, the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) of the Institute of Company Secretaries of India (ICSI) are provided in the Annexure to Item No. 4 to this Notice.

As per the provisions of Section 149 of the Companies Act, 2013 (“Act”), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation.

The matter regarding appointment of Mr. Hitesh Nandlal Poddar as an Independent Director was placed before the Nomination and Remuneration Committee in their meeting held on day, May 22, 2026, which recommended his appointment as an Independent Director for a term of 5 years.

In the opinion of the Board, Mr. Hitesh Nandlal Poddar fulfils the conditions specified in the Act and the Rules made there under for appointment as an Independent Director and he is independent of management. The Board has formed an opinion that Mr. Hitesh Nandlal Poddar possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Mr. Hitesh Nandlal Poddar an Independent Director of the Company. In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mr. Hitesh Nandlal Poddar as an Independent Director is now being placed before the Members in this General Meeting for their approval. The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Hitesh Nandlal Poddar himself are, directly or indirectly concerned or interested, financially or otherwise, in the resolution set out at Item No. 4

The Board of Directors recommends the Special Resolution set out at item no. 4 for your consideration and approval.

Item 5:

In accordance with the provisions of section 196, 197, 203, Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) the Board of Directors at their meeting held on July 28, 2026 on the recommendation of Nomination and Remuneration Committee and subject to the approval of shareholders of the Company, appointed Mr. Pranav Harlalka (DIN: 08290863) as Whole Time Director of the Company for the period of Three years, w. e. f. August 10, 2026 at a remuneration of Rs. 2,00,000/- per month. Mr. Pranav Harlalka is not disqualified from being appointed as a Whole Time Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be appointed and has given his consent to act as Whole Time Director of the Company. He satisfies all conditions as set out in Section 196(3) of the said act and Part-I of schedule V thereof and hence, is eligible for appointment. And in accordance with provision of Regulation 17 (6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in the General Meeting, if – (i) the annual remuneration payable to such Executive Director exceeds Rs. 5 crore or Rs. 2.5 % of the Net Profit of the Company, whichever is higher; or (ii) where there is more than one such Director, the aggregate annual remuneration to such Directors exceed 5% of the Net Profit of the Company provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such Director. The Net Profit shall be calculated as per section 198 of the companies Act 2013. An approval of the members by way of special resolution is being sought for appointment of Mr. Pranav Harlalka as Whole Time Director as per terms and conditions as contained in the agreement to be entered between the Company and Mr. Pranav Harlalka including remuneration of Rs. 2,00,000/- notwithstanding that aggregate annual remuneration of all Executive Directors exceeds 5% of the Net Profit of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013.

The information of appointment is as follows:

I. GENERAL INFORMATION:

a. Nature of Industry: Manufacturing of fabrics & job work of processing fabrics.

b. Date of commencement of commercial production: August 31, 1996

c. Foreign investments or collaborations: Not Applicable.

d. Financial performance based on given indicators as per audited financial results for the year ended March 31, 2026:

Particulars	Rs. (In Lakhs)
Total Revenue	4148.16
Profit after Tax as per Profit & Loss Account	158.58

II. INFORMATION ABOUT THE APPOINTEE:

a) Background Details:

Mr. Pranav Harlalka, 37 years old has a Bachelor of Commerce Degree from Mumbai University and he also has a degree of Bachelor of Science from Bournemouth University (U.K.). He was appointed as Executive Director of the Company on July 27, 2020 and the Board of Directors on the recommendation of Nomination and Remuneration Committee has changed his designation to Whole Time Director w.e.f. 10th August, 2023 for a period of three years. The said appointment was approved by shareholders at the Annual General Meeting held on September 21, 2023.

b) Past Remuneration:

Last drawn salary by the Whole Time Director was 2,00,000 per month (F.Y. 2025-2026).

c) Job Profile and his Suitability:

The Whole Time Director would have the authority to oversee and implement the day-to-day operations of the Company. Whole Time Director will also be responsible for formulating the policies and strategies in consent with the Board of Directors of the Company. The Whole Time Director has clear vision and foresight to work for the prosperity and success of the Company. The Whole Time Director has immense capacity for hard work, interpersonal skills, extraordinary ability for analytical thinking and positive attitude.

d) Recognition or awards: Not Applicable

e) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Considering the size of the Company, the profile of Mr. Pranav Harlalka, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him is commensurate with the remuneration packages paid to similar appointees in other companies.

f) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel:

Mr. Pranav Harlalka holds 3.62 % of shares of the Company and is son of Mr. Deepak Harlalka and Mrs. Anjali Harlaka.

g) The other terms and conditions of the appointment of Mr. Pranav Harlalka contains inter alia the following:

(i) Salary: 2,00,000/- (Rupees Two Lakh only) per month, with such increments as may be approved by the Board of Directors from time to time.

(ii) Perquisites and allowances:

(a) In addition to the salary, the Whole Time Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together-with reimbursement of expenses or allowances for utilities such as gas, electricity, water furnishing and repairs; medical reimbursement, club fees and leave travel concession for himself and his family, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the Whole Time Director. Such perquisites and allowances will be subject to the ceilings as specified in Schedule V.

(b) For the purpose of calculating the above ceiling, perquisites and allowance Shall be evaluated as per Income-tax Rules, wherever applicable; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost, Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

(c) Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

(d) The total remuneration including salary, perquisites, allowances (other than exempted perquisites and allowance) and other monetary benefits shall not exceed the maximum ceiling of Rs.7,00,000 /- per month.

(iii) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, wherein any financial year during the tenure of the Whole Time Director, the Company has no profits or its profits are in adequate, the Company will pay remuneration in accordance with Part II of Schedule V.

(iv) General Terms & Conditions:

1. The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may in its discretion deem fit, within the minimum amount payable to Whole Time Director in accordance with Schedule V to the Companies Act 2013 or any amendments made hereafter in this regard.

2. The Agreement may be terminated by either party giving the other party six months' notice or the Company paying six months' remuneration in lieu of such notice.

3. If at any time the Whole Time Director ceases to be a Director of the Company for any cause whatsoever, he shall cease to be the Whole Time Director of the Company.

III. OTHER INFORMATION:

1.Reasons of loss or inadequate profits:	The Company has experienced a decrease in its earnings and profits during the year. As a result, the profits are not adequate for the calculation for remuneration and hence Company is making further efforts for increase in turnover and profitability so Company has adequate profit to cover remuneration within the limits of section 198.
2.Steps taken or proposed to be taken for improvement:	The Company is trying to increase its operations every year with new technical and financial options available to it and trying to identify areas where costs can be reduced and new markets for selling the products.
3.Expected increase in productivity and profits in measurable terms:	There are opportunities in the Textile Industry domestically and globally. This is expected to explore more improvements in its operations.

In accordance with the provisions of Section 197 of the Companies Act, 2013, the terms of remuneration specified above are now being placed before the Members in Annual General Meeting for their approval.

Your Directors recommend passing of this Special Resolution. None of the directors except Mr. Deepak Harlalka, Mr. Pranav Harlalka and Mrs. Anjali Harlalka are interested parties in the passing of the said resolution.

By Order of the Board of Directors

GINI SILK MILLS LIMITED

Sd/-
Deepak Harlalka
Chairman and Managing Director
DIN: 00170335

Date: July 28, 2026
Place: Mumbai
Registered Office:
413, Tantia Jogani Industrial Estate Premises,
Opp. Kasturba Hospital, J. R. Boricha Marg,
Lower Parel (East), Mumbai, Maharashtra, India - 400011