



AYM SYNTEX LIMITED

CIN: L99999MH1983PLC459099

Registered Office and Corporate Office: 9th Floor, Trade World, B-Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 • **Tel. No.:** +91 22 61637000/01, **Fax:** +91 22 24937725

Email: investorrelations@aymgroup.com • **Website:** www.aymsyntex.com

NOTICE

NOTICE is hereby given that the 43rd Annual General Meeting (“AGM”) of the Members of AYM Syntex Limited will be held on Monday, September 28, 2026 at 12.30 p.m. (IST) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the report of the Auditors thereon.
2. To appoint a director in place of Mr. Rajesh Mandawewala (DIN: 00007179), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. TO RATIFY THE REMUNERATION OF COST AUDITOR FOR THE FINANCIAL YEAR 2026-27

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

RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including statutory modification or re-enactment thereof, for the time being in force), the remuneration of ₹ 1,65,000/- (Rupees One Lakh Sixty Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses be paid to M/s. Kiran J. Mehta & Co., Cost Accountant (Registration No. 000025) as recommended by the Audit Committee and approved by the Board of Directors of the Company, for conducting audit of the cost accounting records of the Company for the financial year ended March 31, 2027 be and is hereby ratified.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take from time to time all decisions and to do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle

any question, difficulty or doubt that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company.

4. TO APPROVE PAYMENT OF REMUNERATION TO MR. JAMES ROBERT MCCALLUM, (DIN: 11195781) NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

RESOLVED THAT pursuant to the provisions of Section 149, 197 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications, amendment or re-enactments thereto, (collectively “the Act”) read with Regulation 17(6)(a), Regulation 17(6)(ca) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company approval of the members of the Company be and is hereby accorded for payment of remuneration including sitting fees (collectively referred to as remuneration) to Mr. James Robert McCallum, Non-Executive Independent Director, of an amount not exceeding USD 20,000 (United States Dollars Twenty Thousand only) for the financial year 2026-27.

RESOLVED FURTHER THAT the aforesaid remuneration is approved notwithstanding that the aggregate remuneration payable to the Non-Executive Directors of the Company may exceed the limit prescribed under Section 197 of the Companies Act, 2013 and the annual remuneration payable to Mr. James Robert McCallum exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors of the Company during the financial year 2026-27.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Nomination and Remuneration Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all acts as it may deem fit and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take, from time to time, all decisions and such steps as may be necessary and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any question, difficulty or doubt that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

By order of the Board

Kaushal Patvi
Company Secretary
FCS:10079

Place: Mumbai

Date: May 19, 2026

Registered Office:

9th Floor, Trade World, B-Wing, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel, Mumbai- 400013

CIN: L99999MH1983PLC459099

Tel. No.: + 91 22 61637000

Fax No.: +91 22 24937725

E-mail: investorrelations@aymgroup.com

Website: www.aymsyntex.com

NOTES:

1. 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"), 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 MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), 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.
2. The relevant Explanatory Statement pursuant to Section 102(1) of the Act and pursuant to the relevant Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations"), in respect of item nos. 3 to 4 in the Notice of the 43rd Annual General Meeting which sets out details relating to the Special Business to be transacted at the meeting. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.

3. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly 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 Sections 112 and 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting through Board / Governing body resolution / Authorisation etc. They are requested to email certified copy of the Board / Governing body resolution / Authorisation etc authorizing their representatives to attend and vote on their behalf. The documents shall be emailed to investorrelations@aymgroup.com
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
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 for 1,000 members on first come first serve basis. Large Shareholders (Members 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. will not be subject to the aforesaid restriction on account of first come first serve basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.aymsyntex.com and the Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com

Dispatch of Annual Report

8. In terms of the provisions of the Act, MCA Circulars and the SEBI Listing Regulations, the Notice of the AGM along with the Annual Report for the FY 2025-26 is being sent by electronic mode to Members whose E-mail IDs are registered with the Company/Registrar & Share Transfer Agent ("RTA") or the Depository Participants ("DPs"). Additionally, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a letter to Members whose E-mail IDs are not registered with the Company or its RTA or with DP providing the weblink of Company's website from where the Annual Report for the FY 2025-26 can be accessed.
9. Those Members who are holding shares in physical form and have not updated their E-mail IDs with the Company,



are requested to update the same by submitting a duly filled and signed Form ISR-1 along with self-attested copy of the PAN Card, and self-attested copy of document as address proof (e.g. Driving License, Voter Identity Card, Passport, Masked Aadhaar, etc.), to the Company's RTA and all the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged at the Company's RTA at the below mentioned address or by e-mail:

MUFG Intime India Private Limited
Unit: AYM Syntex Limited,
Address: C 101, 247 Park, L B S Marg,
Vikhroli (West), Mumbai - 400 083.
Tel No: (+91) 022 49186000
Fax: (+91) 022 49186060
Email: rnt.helpdesk@in.mpms.mufg.com

10. SEBI has mandated the submission of the PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs. Members holding shares in physical form are required to submit their PAN details to the RTA.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their DPs in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
12. Regulation 40 of SEBI Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular dated January 25, 2022, has clarified that listed companies, with immediate effect, shall issue securities only in demat mode while processing any investor service requests including transmission, issuance of duplicate shares, deletion of name, exchange of shares, etc. In view of this and also to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to demat mode.
13. The members who wish to nominate, any person to whom his securities shall vest in the event of his death may do so by submitting the nomination Form to the Company or its RTA. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation. The nomination form is available on the Company's website at www.aymsyntex.com

14. Procedure for Inspection of Documents

The Register of Directors and KMP and their shareholding, maintained under Section 170 of the Act, and the Register

of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investorrelations@aymgroup.com

Instructions for remote e-voting at the AGM

15. 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 the MCA Circulars, 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 National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized agency, for participating in the AGM through VC/OAVM and e-voting during the AGM.

The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their e-mail addresses is provided in the instructions for e-voting section which forms part of this Notice.

16. **The remote e-voting period begins on Wednesday, September 23, 2026 at 09:00 A.M. IST and ends on Sunday, September 27, 2026 at 05:00 P.M. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 18, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 18, 2026.**
17. The Company has appointed Mr. Hitesh Gupta, Company Secretary in whole time practice (ACS No. 33684; CP No. 12722) as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Speaker Registration:

18. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at investorrelations@aymgroup.com upto Saturday, September 19, 2026 (05:00 P.M. IST). Those Members who

have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Members who do not wish to speak during the AGM but have queries may send their queries 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at investorrelations@aymgroup.com. These queries will be replied by the Company suitably. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before, Saturday, September 19, 2026 (05:00 P.M. IST). through e-mail on investorrelations@aymgroup.com. The same will be replied by the Company suitably.

Results of remote e-Voting and e-Voting at the 43rd AGM

19. The Scrutinizer after the conclusion of e-voting at the Meeting, will scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman of the meeting and any person duly authorised by him. The Chairman of the meeting or any person duly authorised by him shall declare the results within the prescribed timeline.
20. The Scrutinizer's decision on the validity of the vote shall be final. The result of e-voting along with the consolidated Scrutinizer's Report, will be displayed at the Registered Office of the Company and will be placed on the websites of the Company at www.aymsyntax.com, the websites of the Stock Exchanges i.e. BSE Limited and National Stock

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are 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 4. 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

Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.

21. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. September 28, 2026.
22. The Instructions for Members for Remote E-Voting and joining Meeting are as under:-

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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



	(i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. 
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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user 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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual 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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & 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 abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at 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 a request at helpdesk.evoting@cdslindia.com or contact at 1800 21 09911

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

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.



8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders/ corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to cshitesh.gupta@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details / Password ?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Sanjeev Yadav at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorrelations@aymgroup.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorrelations@aymgroup.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who need assistance before or during the AGM with use of technology can:
 - a. Send a request at or use Toll free no.: evoting@nsdl.com 1800-222-990; or
 - b. Contact Mr. Sanjeev Yadav representative of NSDL at the designated email ID: sanjeevy@nsdl.com or at telephone number +91-022-24994890.

20. Dispute Resolution Mechanism (SMART ODR)

In order to strengthen the dispute resolution mechanism for all disputes between a listed company and/or registrars & transfer agents and its shareholder(s)/ investor(s), SEBI had issued a Standard Operating Procedure ('SOP') vide Circular dated May 30, 2022. As per this Circular, shareholder(s)/investor(s) can opt for Stock Exchange Arbitration Mechanism for resolution of their disputes against the Company or its RTA. Further, SEBI vide Circular dated July 31, 2023 (updated as on December 20, 2023), introduced the Online Dispute Resolution (ODR) Portal. Through this ODR portal, the aggrieved party can initiate the mechanism, after exercising the primary options to resolve its issue, directly with the Company and through the SEBI Complaint Redress System (SCORES) platform. The Company has complied with the above circulars and the same are available at the website of the Company www.aymsyntex.com

By order of the Board

Kaushal Patvi
Company Secretary
FCS: 10079

Place: Mumbai
Date: May 19, 2026

Registered Office:

9th Floor, Trade World, B-Wing, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel, Mumbai- 400013
CIN: L99999MH1983PLC459099
Tel. No.: + 91 22 61637000
Fax No.: +91 22 24937725
E-mail: investorrelations@aymgroup.com
Website: www.aymsyntex.com



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION
PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

ITEM NO. 3

To ratify the remuneration of Cost Auditor for the Financial Year 2026-27

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Act, the Company is required to appoint a cost accountant in practice, as the cost auditor to conduct the audit of Company's Cost Records and accordingly, on the recommendation of the Audit Committee, the Board of Directors in their meeting held on May 19, 2026 have appointed M/s. Kiran J. Mehta & Co., Cost Auditors to conduct the audit of cost records of the Company for the financial year ending March 31, 2027.

The remuneration of the Cost Auditor is being determined in consensus with the Cost Auditor taking into consideration the agreed scope of work for all units, the performance of the Cost Auditor and turnover of the Company.

M/s. Kiran J. Mehta & Co. is a partnership firm of Cost Accountants working since last four decades. The firm has several small, medium to large scale and multinational clients. The firm has a highly qualified team of Cost Accountants and other staff members.

The Board based on the recommendation of the Audit Committee, had approved the appointment of M/s. Kiran J. Mehta & Co., Cost Accountants as the Cost Auditors of the Company for the financial year ending March 31, 2027 at a remuneration of Rs. 1,65,000/- (Rupees One Lakh Sixty-Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses.

The remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out in Item No. 3 of the Notice for ratification of the remuneration payable to M/s. Kiran J. Mehta & Co., Cost Auditors for the financial year ending March 31, 2027.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 3 of this Notice.

The Board recommends passing of Ordinary Resolution set out at Item No. 3 of this Notice for the approval by the members of the Company.

ITEM NO. 4

To approve payment of remuneration to Mr. James Robert McCallum, (DIN: 11195781) Non-Executive Independent Director of the Company

Mr. James Robert McCallum (DIN: 11195781) is a Non-Executive Independent Director of the Company.

Pursuant to the provisions of Section 197 of the Companies Act, 2013 ("Act"), the aggregate remuneration payable to directors who are neither managing directors nor whole-time directors may exceed the limits prescribed thereunder only with the approval of the Members by way of a Special Resolution.

Further, Regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") requires approval of the shareholders for payment of remuneration to a Non-Executive Director. Regulation 17(6)(ca) of the SEBI LODR Regulations further provides that where the annual remuneration payable to a single Non-Executive Director exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors, approval of the shareholders by way of a Special Resolution shall be obtained every financial year.

The Nomination and Remuneration Committee and the Board of Directors of the Company, at their respective meetings held on May 19, 2026, after considering, inter alia, the role, responsibilities, experience, industry expertise and the guidance provided by Mr. James Robert McCallum in the governance and strategic oversight of the Company, recommended payment of remuneration, including sitting fees, of an amount not exceeding USD 20,000 (United States Dollars Twenty Thousand only) to Mr. James Robert McCallum for the financial year 2026-27, subject to the approval of the Members.

The proposed remuneration, together with the remuneration payable to the other Non-Executive Directors, may exceed the limits prescribed under Section 197 of the Act. Further, the remuneration payable to Mr. James Robert McCallum for the financial year 2026-27 exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors of the Company. Accordingly, approval of the Members by way of a Special Resolution is sought under Section 197 of the Act and Regulations 17(6)(a) and 17(6)(ca) of the SEBI LODR Regulations.

Mr. James Robert McCallum is concerned or interested in the Resolution set out at Item No. 4 of this Notice to the extent of the remuneration payable to him. Save and except Mr. James Robert McCallum and his relatives, if any, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members.

Annexure 1

DISCLOSURE RELATING TO DIRECTOR PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ARE GIVEN HEREUNDER:

Name of Director	Mr. Rajesh Mandawewala
Director Identification Number	00007179
Age and date of birth	64 Years, May 5, 1962
Qualifications	Chartered Accountant from The Institute of Chartered Accountants of India
Brief Resume	Mr. Rajesh Mandawewala (DIN: 00007179) is a Chartered Accountant. He has been on the Board of the Company since 1991. He has held multiple roles across industries in his decades of rich experience. He currently sits at the helm of AYM Syntex's top management. He is the Executive Vice Chairman of Welspun World. As a founding member of AYM Syntex, he has been instrumental in expanding the Company's footprint through the decades across more than 55+ countries. He has been instrumental in driving large scale growth and added differentiated value in the business. He strongly believes in driving innovation through continuous research and product developments, catering to the current and future needs of customers. At AYM Mr. Rajesh Mandawewala is the Non-Executive and Non-Independent Director and Chairman of the Board of Directors and a member of the Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee.
Date of first appointment on the Board	July 16, 1991
Expertise in specific functional area	• Industry knowledge • Corporate Governance & Compliance • Innovation, technology & digitisation • Financial literacy • Marketing • General Management • Risk Management • Human Resource Development • Strategic expertise • Sustainability
Terms and conditions of re-appointment	Proposed to be re-appointed as a Director of the Company, Liable to retire by rotation.
In case of Independent Director, skills and capabilities required for the role and the	Not Applicable
In case of Independent Director, skills and capabilities required for the role and the manner in which the Directors meet the requirements	Not Applicable
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2026	Mr. Rajesh Mandawewala, together and collectively, through entities controlled, hold 65.73% equity shares of the Company.
Remuneration Last Drawn (F.Y. 25-26)	Not Applicable- as he opted not to receive Remuneration
Remuneration proposed to be paid	Not Applicable- as he opted not to receive Remuneration



Name of Director	Mr. Rajesh Mandawewala
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Father of Mr. Abhishek Mandawewala, Managing Director and CEO Father-in-law of Mrs. Khushboo Mandawewala, Whole-Time Director. He is not related to any other Director / Key Managerial Personnel.
No. of Board Meetings attended	He attended 4 meetings out of total 5 board meetings held during F.Y. 25-26.
List of other directorships held excluding Foreign companies, Companies under section 8 of the Companies Act, 2013 and Private Companies as on March 31, 2026	Listed entities: 1. Welspun Living Limited 2. Welspun Corp Limited 3. Welspun Enterprises Limited Unlisted entities: 1. Mandawewala Enterprises Limited 2. Sintex BAPL Limited 3. Welspun Advanced Materials (India) Limited 4. Welspun Michigan Engineers Limited
Membership/ Chairmanship of the Committee(s) of the Board of Directors of the Company as on March 31, 2026	• Member of Nomination & Remuneration Committee • Member of Stakeholders Relationship Committee • Member of Corporate Social Responsibility Committee
Membership/ Chairmanship of Committees of other Boards as on March 31, 2026	NIL
Listed entities from which the Director has resigned in the past three years	NIL