



K K Silk Mills Limited

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF K K SILK MILLS LIMITED HELD ON WEDNESDAY, 23RD APRIL, 2025 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY 314, KEWAL INDUSTRIAL ESTATE, S. B. ROAD, LOWER PAREL (W), MUMBAI-400013., MAHARASHTRA, INDIA.

INITIAL PUBLIC OFFERING (IPO) OF THE COMPANY BY FRESH ISSUE OF EQUITY SHARES OF THE COMPANY:

"RESOLVED THAT subject to the approval of the members of the company, pursuant to the provisions of Section 23 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") (including any statutory modification or re-enactment thereof for the time being in force), read with the Memorandum of Association and Articles of Association of the Company and the Listing Agreements to be entered into with the respective stock exchange, where the Company's equity shares are proposed to be listed and subject to the approval to the extent necessary of Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI") and all other concerned statutory and other authorities, as may be required (hereinafter collectively referred to as "Appropriate Authority") and to the extent necessary, such other approvals, consents, permissions, sanctions and the like, as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred upon it), the approval of the Board of Directors of the Company be and is hereby accorded to create, offer, issue and allot equity shares of an aggregate number up to and not exceeding **77,00,000 (Seventy Seven lakhs) Equity Shares (the "Fresh Issue")** at a price as may be decided by the Board of Directors in consultation with Book Running Lead Manager, ranking pari-passu with the existing equity shares of the Company, to such person or persons who may or may not be the shareholders of the Company as the Board may decide, including anchor investors, if any, one or more of the members of the Company, employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, foreign venture capital investors, multilateral and bilateral financial institutions, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, the National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws by way of initial public offering including General Public their friends, relatives and associates, foreign/ resident investors, financial institutions, venture capital funds, public financial institutions, banks, multilateral and bilateral development financial institutions, insurance whether they be holders of equity shares of the Company or not, and/or through issue of offer documents ("Initial Public Offer") / Allotment regulations of SEBI, through the Book Building, in one or more tranches and in the manner, and on the terms and conditions, as the Board may in its absolute sole discretion, decide including the price at which the equity shares are to be issued, at par or at premium and for cash and the decision to determine the category or categories of investors to whom the offer, issue and allotment/transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT, Any of the Executive Director of the Company, be and is hereby authorized to make addition or vary any of the above said clauses, in consultation with the Book Running Lead Manager or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact Issue structure, and on the exact component of fresh issue of shares in the Issue.

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RESOLVED FURTHER THAT: -

- a) All the monies received out of the issue of shares to the public shall be transferred to separate bank account referred to in Sub-section (3) of Section 40 of the Companies Act, 2013;
- b) Details of all monies utilized out of the Issue referred to in sub-item (a) above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilized; and
- c) Details of all unutilized monies out of the issue of shares, if any, referred to in sub-item (a) above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilized monies have been invested;

RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed of by the Board in favour of underwriter (s) to the issue;

RESOLVED FURTHER THAT, Any of the Executive Director, be and is hereby authorized to take such action, give such directions, as may be necessary or desirable to give effect to this resolution and to do all such acts, matters, deeds and things, including but not limited to the allotment of equity shares against the valid applications received in the Initial Public Offering, as are in the best interests of the Company;

RESOLVED FURTHER THAT, Any of the Executive Director of the Company, be and is hereby authorized to execute and sign the documents including consent letter, power of attorney, certificates etc., as may be required in connection with the above;

RESOLVED FURTHER THAT, Any of the Executive Director of the Company be and is hereby authorized to appoint the Book Running Lead Manager to the above Issue;

RESOLVED FURTHER THAT, Any of the Executive Director of the Company be and is hereby authorized to appoint the Registrar to the Issue;

RESOLVED FURTHER THAT,

- a) The Company will furnish to the stock exchange on a quarterly/half yearly basis, a statement indicating material deviations, if any, in the use of proceeds of the Initial Public Offering from the objects stated in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus;
- b) The information mentioned in sub-clause (a) shall be furnished to the stock exchange along with the interim or annual financial results submitted under Regulation 33 of SEBI (LODR), 2015 and shall be published in the newspapers, if required simultaneously with the interim or annual financial results, after placing it before the Audit Committee, in terms of Regulation 47 of SEBI (LODR), 2015;

RESOLVED FURTHER THAT, for the purpose of giving effect to these resolutions, Any of the Executive Director of the Company be and is hereby authorized, on behalf of the Company, to decide and approve the terms and conditions of the Issue, including but not limited to reservations for employees or other permitted categories, and shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the Issue, as it may consider expedient and to do all such acts, deeds, matters and things, as it may in its absolute sole discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in regard to the above offer, issue and allotment and utilization of the proceeds of the Issue, to liaise with regulatory authorities and further to do all such acts, deeds, matters and things and to negotiate and finalize all such deeds, documents and writings as may be necessary, desirable or expedient to give effect to the above resolution and to negotiate terms, appoint advisor(s), Book Running Lead Manager, registrar(s), syndicate member(s), underwriter(s) any other intermediary/intermediaries registered with SEBI, legal counsel or legal experts, advertising agents/agencies, consultants and to pay any fees, commission, remuneration, incur expenses and take such further steps as may be required necessary, incidental or ancillary for the allotment and listing of the aforesaid equity shares on the Stock Exchanges (SME Segment) where the Company's equity shares are proposed to be listed, as may be decided by the Board, and to make such modifications without being required to seek further consents or approval of the members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT, any of the Executive Director of the Company be and is hereby authorized to do all the necessary acts and take necessary steps that may be deemed expedient to give effect to this resolution."

//Certified True Copy//

For K K SILK MILLS LIMITED

For K K SILK MILLS LTD.

Manish Kantilal Shah
Managing Director
DIN: 00040966

Director

Place: Mumbai
Date: 23.04.2025



K K Silk Mills Limited

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INCREASE THE AGGREGATE LIMIT FOR INVESTMENT BY THE FOREIGN INSTITUTIONAL INVESTORS AND NON-RESIDENT INDIANS IN EQUITY SHARE CAPITAL OF THE COMPANY

“RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Companies Act, 2013, to the extent applicable, the Consolidated Foreign Direct Investment Policy Circular of 2016 (“Consolidated FDI Policy”), as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and all other applicable laws, rules, regulations, guidelines and subject to the approvals, consents and permissions of the Government of India, the Reserve Bank of India (“RBI”) and any other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting such approvals, permissions and sanctions and the like, which may be agreed to by the Board of Directors of the Company (Board which term shall include any Committee thereof which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution) and subject to approval of members, the consent of the Board of Directors of the Company be and is hereby accorded for purchase/acquisition of Equity Share by Foreign Institutional Investors (“FIIs”) the Foreign Companies, Corporations, etc., registered with the Securities and Exchange Board of India (“SEBI”), on their own account and/or on behalf of their SEBI approved sub-accounts or Foreign Portfolio Investors (FPIs), on the recognized stock exchange or in any other manner, subject to the condition that the aggregate holding of the FIIs/FPIs shall not exceed 74% of the paid up Equity Share Capital of the Company, provided however that the shareholding of each FII, on its own account and on behalf of each of the SEBI approved sub-accounts of FPI shall not exceed such limit as are applicable or may be prescribed, from time to time, under applicable acts, laws, rules and regulation (including any statutory modification or re-enactment thereof for time being in force).

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Companies Act, 2013, to the extent applicable, the Consolidated Foreign Direct Investment Policy Circular of 2016 (“Consolidated FDI Policy”), as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and all other applicable laws, rules, regulations, guidelines and subject to the approvals, consents and permissions of the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India (“RBI”) and any other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting such approvals, permissions and sanctions and the like, which may be agreed to by the Board of Directors of the Company, (Board which term shall include any Committee thereof which the Board may have constituted or hereafter constitute to exercise its powers including the powers

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conferred by this Resolution), consent of the Company be and is hereby accorded for purchase/ acquisition of the Equity Shares of the Company by Non Resident Indians (NRIs) on the recognized stock exchange or in any other manner including investment under the Portfolio Investment Scheme ("PIS"), subject to the conditions that the aggregate holding of the NRIs shall not exceed 24% of the paid up equity share capital of the Company or such other limit as may be stipulated by Reserve Bank of India in each case, from time to time.

RESOLVED FURTHER THAT the Board or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies and to represent the Company before any government authorities and delegating all or any of the power conferred herein to any Committee or Directors of the Company."

//Certified True Copy//

For K K SILK MILLS LIMITED

For K K SILK MILLS LTD.

Manish Kantilal Shah
Managing Director
DIN: 00040966

Director

Place: Mumbai
Date: 23.04.2025



K K Silk Mills Limited

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF MEMBERS OF "K K SILK MILLS LIMITED" HELD ON THURSDAY, 24TH APRIL, 2025 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY 314, KEWAL INDUSTRIAL ESTATE, S. B. ROAD, LOWER PAREL (W), MUMBAI-400013., MAHARASHTRA, INDIA.

INITIAL PUBLIC OFFERING (IPO) OF THE COMPANY BY FRESH ISSUE AND OFFER FOR SALE OF EQUITY SHARES OF THE COMPANY: SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 23 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") (including any statutory modification or re-enactment thereof for the time being in force), read with the Memorandum of Association and Articles of Association of the Company and the Listing Agreements to be entered into with the respective stock exchange, where the Company's equity shares are proposed to be listed and subject to the approval to the extent necessary of Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI") and all other concerned statutory and other authorities, as may be required (hereinafter collectively referred to as "Appropriate Authority") and to the extent necessary, such other approvals, consents, permissions, sanctions and the like, as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred upon it), the approval of the Members of the Company be and is hereby accorded to the Board of Directors to create, offer, issue and allot equity shares of an aggregate number up to and not exceeding **77,00,000 (Seventy Seven Lakhs) Equity Shares (the "Fresh Issue")** at a price as may be decided by the Board of Directors in consultation with Book Running Lead Manager, ranking pari-passu with the existing equity shares of the Company, to such person or persons who may or may not be the shareholders of the Company as the Board may decide, including anchor investors, if any, one or more of the members of the Company, employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, foreign venture capital investors, multilateral and bilateral financial institutions, non- resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, the National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws by way of initial public offering including General Public their friends, relatives and associates, foreign/ resident investors, financial institutions, venture capital funds, public financial institutions, banks, multilateral and bilateral development financial institutions, insurance whether they be holders of equity shares of the Company or not, and/or through issue of offer documents ("Initial Public Offer") / Allotment regulations of SEBI, through the Bok Building, in one or more tranches and in the manner, and on the terms and conditions, as the Board may in its absolute sole discretion, decide including the price at which the equity shares are to be issued, at par or at premium and for cash and the decision to determine the category or categories of investors to whom the offer, issue and allotment/transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT, the Board and/or any Committee of the Board, be and is hereby authorized to make addition or vary any of the above said clauses, in consultation with the Lead Manager or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact Issue structure, and on the exact component of fresh issue of shares in the Issue.

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RESOLVED FURTHER THAT: -

- a) All the monies received out of the issue of shares to the public shall be transferred to separate bank account referred to in Sub-section (3) of Section 40 of the Companies Act, 2013;
- b) Details of all monies utilized out of the Issue referred to in sub-item (a) above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilized; and
- c) Details of all unutilized monies out of the issue of shares, if any, referred to in sub-item (a) above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilized monies have been invested;

RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed of by the Board in favour of underwriter (s) to the issue;

RESOLVED FURTHER THAT, the Board and/or any Committee of the Board, be and is hereby authorized to take such action, give such directions, as may be necessary or desirable to give effect to this resolution and to do all such acts, matters, deeds and things, including but not limited to the allotment of equity shares against the valid applications received in the Initial Public Offering, as are in the best interests of the Company;

RESOLVED FURTHER THAT, the Board and/or any Committee of the Board, be and is hereby authorized to execute and sign the documents including consent letter, power of attorney, certificates etc., as may be required in connection with the above;

RESOLVED FURTHER THAT, the Board and/or any Committee of the Board, be and is hereby authorized to appoint the Lead Manager to the above Issue;

RESOLVED FURTHER THAT, the Board and/or any Committee of the Board, be and is hereby authorized to appoint the Registrar to the Issue;

RESOLVED FURTHER THAT,

- a) The Company will furnish to the stock exchange on a quarterly/half yearly basis, a statement indicating material deviations, if any, in the use of proceeds of the Initial Public Offering from the objects stated in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus;
- b) The information mentioned in sub-clause (a) shall be furnished to the stock exchange along with the interim or annual financial results submitted under Regulation 33 of SEBI (LODR), 2015 and shall be published in the newspapers, if required simultaneously with the interim or annual financial results, after placing it before the Audit Committee, in terms of Regulation 47 of SEBI (LODR), 2015;

RESOLVED FURTHER THAT, for the purpose of giving effect to these resolutions, the Board of the Company be and is hereby authorized, on behalf of the Company, to decide and approve the terms and conditions of the Issue, including but not limited to reservations for employees or other permitted categories, and shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the Issue, as it may consider expedient and to do all such acts, deeds, matters and things, as it may in its absolute sole discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in regard to the above offer, issue and allotment and utilization of the proceeds of the Issue, to liaise with regulatory authorities and further to do all such acts, deeds, matters and things and to negotiate and finalize all such deeds, documents and writings as may be necessary, desirable or expedient to give effect to the above resolution and to negotiate terms, appoint advisor(s), lead manager, registrar(s), syndicate member(s), underwriter(s) any other intermediary/intermediaries registered with SEBI, legal counsel or legal experts, advertising agents/agencies, consultants and to pay any fees, commission, remuneration, incur expenses and take such further steps as may be required necessary, incidental or ancillary for the allotment and listing of the aforesaid equity shares on the Stock Exchanges (SME Segment) where the Company's equity shares are proposed to be listed, as may be decided by the Board, and to make such modifications without being required to seek further consents or approval of the members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT, any of the Executive Director of the Company be and is hereby authorized to do all the necessary acts and take necessary steps that may be deemed expedient to give effect to this resolution.”

//Certified True Copy//

For K K SILK MILLS LIMITED

For K K SILK MILLS LTD.

Manish Kantilal Shah
Managing Director
DIN: 00040966

Director

Place: Mumbai
Date: 24.04.2025



K K Silk Mills Limited

EXPLANATORY STATEMENT

(Pursuant to Section 102 of Companies Act, 2013 and clause 1.2.5 of SS-2 Secretarial Standard on General Meeting)

Initial Public Offer ("IPO") of the Company by Fresh Issue of Equity Shares: Special Resolution

The Company needs to raise fund for expansion of the Company which will be utilized inter alia:-

- Repayment of Bank Loan
- Capital Expenditure
- Working Capital

Therefore to meet such requirement, it is proposed to offer, and allot equity share to the public.

The detailed terms and conditions will be determined in consultation with Book Running Lead Manager, Consultants, Advisors and/or such other intermediary agencies as may be appointed for the issue. The Pricing of the Issue will be finalised in accordance with the applicable guidelines in force, of Government of India (GOI), Reserve Bank of India (RBI), Securities Exchange of India (SEBI) and other relevant authorities.

Your Company seeks consent by a Special Resolution pursuant to the Provisions of Section 62(1)(c) of the Companies Act, 2013, for the further Issue of equity shares to any person other than Promoters and Promoters Group (Categorized as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, pursuant to the Initial Public Offer (IPO). Consents of the Members is therefore sought to authorised the Board to offer, issue and allot equity shares.

The Directors are satisfied that this resolution would be in the interest of the Company and its members and according recommend passing the resolution as Special Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

//Certified True Copy//

For K K SILK MILLS LIMITED

For K K SILK MILLS LTD

Manish Kantilal Shah
Managing Director
DIN: 00040966

Director

Place: Mumbai
Date: 24.04.2025

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF K K SILK MILLS LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 314, KEWAL INDUSTRIAL ESTATE, S. B. ROAD, LOWER PAREL (W), DELISLE ROAD, MUMBAI-400013, MAHARASHTRA, INDIA ON THURSDAY, JUNE 26, 2025 AT 2:00 PM

APPROVAL AND ADOPTION OF DRAFT RED HERRING PROSPECTUS

The Chairman informed the Board that as part of the Initial Public Offering process approved by Board vide resolution dated April 23, 2025 and members vide Special Resolution dated April 24, 2025, the Company in consultation with the BRLM has prepared the Draft Red Herring Prospectus ("DRHP") for the purposes of filing it with the SME Platform of BSE Limited. Accordingly, the Chairman placed before the Board DRHP dated 26th June 2025 for their approval.

The Board approved the same and passed the following resolutions:

"RESOLVED THAT pursuant to the provisions of Section 26 and 32 the Companies Act, 2013, and the rules made thereunder, as amended, Securities and Exchange Board of India (Issue of Capital Disclosure and Requirements) Regulations, 2018, as amended, ("SEBI ICDR Regulations"), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulations) Rules, 1957 and any other regulations issued by the Securities and Exchange Board of India ("SEBI"), the Draft Red Herring Prospectus (the "DRHP") dated June 26, 2025 to be filed with BSE Limited and such other authorities or persons as may be required, in relation to the proposed Initial Public Offering of up to 77,00,000 Equity Shares of face value of Rs. 10 each which is placed before the Board and initialed by the Chairman for identification, be and is hereby approved.

RESOLVED FURTHER THAT all the Directors in their respective capacities along with the Company Secretary and the Chief Financial Officer, do hereby sign the declaration page of the Draft Red Herring Prospectus as an approval and verification of all the contents as mentioned in the Draft Red Herring Prospectus.

RESOLVED FURTHER THAT Mr. Manish Kantilal Shah, Managing Director or Mr. Nilesh Kantilal Jain, Whole-time Director or Ms. Saachi Rajesh Madhani, Company Secretary be and is hereby authorized to deliver the copy of the approved Draft Red Herring Prospectus signed by all the Directors of the Company in their respective capacities along with the Company Secretary and the Chief Financial Officer to the Book Running Lead Manager of the Issue i.e. M/s Axial Capital Private Limited, for deposition with BSE SME.

RESOLVED FURTHER THAT Mr. Manish Kantilal Shah, Managing Director or other director(s) or Company Secretary be and is hereby severally authorized to do all such other deeds and acts that may be deemed necessary for the said filing with the BSE SME"

CERTIFIED TRUE COPY

FOR K K SILK MILLS LIMITED

For K K SILK MILLS LTD.

Manish Kantilal Shah
Managing Director
DIN: 00040966

Director

Date: 26th June 2025

Place: Mumbai

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