

June 04, 2024

To,

BSE Limited, 25th Floor, Phiroze JeejeebhoyTowers, Dalal Street, Fort, Mumbai - 400001

BSE Scrip Code: 530025

Ref.: Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations").

Subject: Notice of Postal Ballot

Dear Sir/Ma'am,

This is to intimate that pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot Dated 30th May, 2024 together with the Explanatory Statement thereof seeking approval of the shareholders on the following matters through Special/Ordinary Resolution:

Item	Description of the Resolutions
No.	
1.	Special Resolution: To approve the re-appointment of Mr. Sunit Jain (DIN: 06924372), as a
	Managing Director of the Company;
2.	Special Resolution: To approve the keeping of registers, returns and books of account etc. at
	place other than Registered Office of the Company;
3.	Ordinary Resolution: To approve the Increase in Authorized Share Capital and Consequent
	Alteration of Capital Clause of Memorandum of Association of the Company.

The aforesaid Notice has been dispatched to the members of the Company on Tuesday, 04th June, 2024, whose names appear on the Register of Members as on the Cut-off Date i.e. Friday, 31st May, 2024, on their registered email addresses.

In continuation of the above, we enclose herewith Notice of Postal ballot of the Company. The same is also hosted on Company's website at https://samyakinternational.in.

This above is for your information and dissemination please.

Thanking you, Yours faithfully,

FOR SAMYAK INTERNATIONAL LIMITED

Ujvala Churihar Adobe Acrobat Reader version: 2024.00.20759

Ujvala Churihar Company Secretary & Compliance Officer



NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear shareholder(s),

Notice is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Ministry of Corporate Affairs (MCA) vide its General Circular No. 09/2023 dated 25th September. 2023, in continuation to this Ministry's General Circular No. 14/2020 dated 08th April, 2020, General Circular No. 03/ 2022 dated 05th May 2022 and General Circular No. 17/2022 dated 28th December, 2022 (hereinafter collectively referred to as "MCA Circulars"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2") and the Securities and Exchange Boardof India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI ListingRegulations") (including any statutory modification, clarification or re-enactment thereof for the time being in force, and as amended from time to time), to transact the special businesses set out below and proposed to be passed by the members of Company "Samyak International Limited" (Hereinafter referred to as "the Company"), by means of Ordinary or Special Resolution, as required, through Postal Ballot by remote evoting process ("e-voting").

The Company, in compliance with the Circulars, has sent Postal Ballot Notice to all the members whose names appear in the Register of Members and who have registered their email addresses with the Company and/or with the Depositories/Depository Participants as on **Friday**, 31st May, 2024 ("Cut-off Date"). The communication of assent / dissent of the members will take place through the e-voting system only. For voting through e-voting system shareholders are requested to read the instructions in the Notes of this Notice.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope were not required to be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.



The remote e-voting period commences from 9.00 A.M. (IST) on Friday, 07th June, 2024, and ends at 5.00 P.M. (IST) on Saturday, 06th July, 2024.

The Board of Directors of the Company at its meeting held on Monday, 30th May, 2024 has appointed Mr. Ajit Jain, Proprietor of M/s. Ajit Jain & Co., (FCS – 3933; COP No. – 2876), Practicing Company Secretary, Indore, as Scrutinizer for conducting the Postal Ballot process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

After completion of scrutiny of the votes cast, Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman, and result of the e-voting by Postal Ballot will be announced on or before **Monday**, **08**th **July**, **2024**.

The said Result along with the Scrutinizer's Report shall be uploaded on the Company's website https://samyakinternational.in/ and on the website of CDSL www.evotingindia.com. The result will also be communicated to BSE Limited (BSE), where the Equity Shares of the Company are listed.

The Explanatory Statements pursuant to Section 102 of the Companies Act,2013 pertaining to the said Resolution, setting out material facts and the reasons for the Resolutions, is also annexed. You are requested to peruse the proposed Resolutions, along with the Explanatory Statement, and thereafter record your assent or dissent by means of e-voting facility only provided by the Company.

ITEMS OF BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOTBY WAY OF REMOTE - VOTING:

SPECIAL BUSINESS

1. TO APPROVE THE RE-APPOINTMENT OF MR. SUNIT JAIN (DIN- 06924372), AS A MANAGING DIRECTOROF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of the Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and the Rules made thereunder and other applicable provisions of the Companies Act, 2013 [including the rules, notifications, circulars, guidelines etc. issued thereunder] ["the Act"], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI Listing Regulations"] and other applicable provisions, if any, [including any statutory amendment(s)



or modification(s) or re-enactment(s) thereof, for the time being in force], and in line with the Memorandum & Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee ["NRC"], the approval of the members of the Company be and is hereby accorded for the re-appointment of **Mr. Sunit Jain (DIN-06924372)**, as a Managing Director of the Company for a period of 5 (Five) years with effect from 13th April, 2024, until 12th April, 2029, on the terms and conditions as set out hereunder with the liberty to Board of Directors [hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution] to alter and vary the terms and conditions of the said re-appointment and/or remuneration within the parameters of the applicable laws or any amendments thereto;

PERIOD	5 Year with effect from 13 th April, 2024		
REMUNERATION	Rs. 20,00,000 per annum with such increments as the Board may decide		
	from time to time, subject to a ceiling as specified in Schedule V.		
LEAVE AND LEAVE	Leave Travel Concession for self and family as per policy of the company.		
TRAVEL	Earned privilege leaves on full pay and allowance as per the rules of the		
CONCESSION	Company.		
SITTING FEES	No sitting fee is to be paid for attending the meetings of Board of Directors		
	or Committees thereof		
LEAVE	Encashment of leave as per Company's rules, at the end of tenure.		
ENCASHMENT			
MEDICAL	Reimbursement of medical expenses actually incurred for self and family,		
REIMBURSEMENT	subject to the ceiling of one month's salary in a year with a right to carry		
	forward.		
CAR & TELEPHONE:			
	distance call on telephone and use of car for private purpose shall be billed		
	by the Company to the Managing Director.		
INCREMENT	Annual increment upto 20,000/- (Rupees Twenty Thousand only) per		
	month, from time to time during the tenure of said five years and that the		
	said increase or revision shall also be subject to overall limit on		
	remuneration payable to all the managerial personnel taken together, as laid		
	down in the Companies Act, 2013, read with Schedule V thereto.		

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to accept any modification(s) in the terms and conditions of the re-appointment in such manner as may be suggested by members and acceptable to Mr. Sunit Jain;

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained hereinabove, where in any financial year, the Company has no profits or its profits are inadequate, the remuneration as decided by the Board from time to time pursuant to the provisions of Schedule V of the Companies Act, 2013 as amended from time to time shall be



paid to Mr. Sunit Jain, Managing Director as minimum remuneration, if required, for the period from 13th April, 2024 to 12th April, 2029;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

2. TO APPROVE THE KEEPING OF REGISTERS, RETURNS AND BOOKS OF ACCOUNT ETC. AT PLACE OTHER THAN REGISTERED OFFICE 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 section 94 and 128 of the Companies Act, 2013 read with the Companies (Management and Administration), Rules, 2014 and the Companies (Accounts) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable clauses of the Article of Association and as per the recommendation of the Board of Directors of the Company, the consent of members of the company be and is hereby accorded to keep and maintain the registers under section 88 and copies of the annual return filed under section 92 and books of accounts of the company as prescribed under section 128 of the Companies Act 2013, at the Corporate office of the Company situated at **N-38 Saket Nagar Indore MP 452001 IN**;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto and in order to give effect to the foregoing resolution or as may be otherwise considered by it to be in the best interest of the Company;

RESOLVED FURTHER THAT the Board of directors and/or Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies, Maharashtra & to do all such acts, deeds, things required for the aforesaid purpose."

3. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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



"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), enabling provisions of the Articles of Association of the Company and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded to increase and alteration of the existing Authorized Share Capital of the Company from Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each to Rs. 15,00,00,000 (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each, by creation of additional 80,00,000 (Eighty Lakhs) Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each aggregating to Rs. 8,00,00,000 (Rupees Eight Crores Only).

RESOLVED FURTHER THAT consequent to the above alterations, existing Clause V of the Memorandum of Association of the Company be and is hereby substituted, amended and stand as the following new clause:

"V. The Authorized Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each"

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board through this resolution) and the Company Secretary of the Company, be and is hereby authorized to take such steps as may be necessary and to execute all deeds, applications, documents and writings that may be required and generally to do all such acts, deeds, matters, things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

By order of the Board of Directors SAMYAK INTERNATIONAL LIMITED

Shantilal Jain Whole-time Director DIN- 00469834

Place: Indore

Dated: 30th May, 2024



NOTES:

- 1. An Explanatory Statement pursuant to Sections 102 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, in respect of business to be transacted as mentioned in the Postal Ballot Notice, and the relevant details of the Director as required by Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards, is annexed hereto.
- 2. In accordance with the provisions of the Act, read with Rules made thereunder and MCA Circulars, the Postal Ballot notice is being sent only by e-mail to those members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, 31st May, 2024 ("Cut-off date").
- 3. The Postal Ballot Notice is also available on the Company's website https://samyakinternational.in/ and at the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively. The Notice is also available on the website of CDSL (the agency appointed by the Company for providing the e-voting system) i.e. www.evotingindia.com.
- 4. Members holding shares in electronic/demat mode and who have not get their e-mail addresses updated with the Depository Participants are requested to update their e-mail address and any changes therein through their Depository Participants. Members holding shares in physical mode are requested to update their e-mail address and mobile number, by sending e-mail quoting their Folio Number along with scanned copy of PAN (self attested scanned copy) or AADHAR (self attested scanned copy) to our Registrar and Share Transfer Agent, viz., Adroit Corporate Services Private Limited at info@adroitcorporate.com, and mark cc to Company: https://samyakinternational.in/.
- 5. In accordance with the provisions of the MCA Circulars, members can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
- 6. The remote e-voting period commences from 9.00 A.M. (IST) on Friday, 07th June, 2024, and ends at 5.00 P.M. (IST) on Saturday, 06th July, 2024. The remote e-voting shall not be allowed beyond the saiddate and time.
- 7. The voting rights of the Shareholders shall be in proportion to their shares in the total paid-up equityshare capital of the Company, as on the cut-off date. A person who is not a shareholder on the relevant date should treat this notice for information purposes only.



- 8. Resolution passed by Members with requisite majority through remote e-voting are deemed to be passed on **Saturday**, **06**th **July**, **2024** i.e. the last date specified for receipt of votes through remote e-voting as ifthey have been passed at a General Meeting of the Members.
- 9. In compliance with the provisions of Sections 108 and 110 of the Act and the Rules made thereunder, the Company has provided the facility to Members to exercise their votes electronically and to vote on resolution through the remote e-voting facility arranged by CDSL. The instructions for remote e-voting are annexed to this Notice.
- 10. The Board of Directors of the Company at its meeting held on **Thursday**, 30th May, 2024 has appointed Mr. Ajit Jain, Proprietor of M/s. Ajit Jain & Co., (FCS 3933; COP No. 2876) Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.
- 11. After completion of scrutiny of the votes cast, Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman, and result of the e-voting by Postal Ballot will be announced on or before **Monday**, **08**th **July**, **2024**.
- 12. The said Result along with the Scrutinizer's Report shall be uploaded on the Company's website https://samyakinternational.in/ and on the website of CDSL www.evotingindia.com. The result will also be communicated to BSE Limited (BSE), where the Equity Shares of the Company are listed.
- 13. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to https://samyakinternational.in/.
- 14. The Company has designated Ms. Ujvala Churihar, Company Secretary of the Company as the person responsible for the entire voting process.

Members may contact Ms. Ujvala Churihar, Company Secretary, for any grievances connected with electronic means at samyakinternationalltd@gmail.com, Tel:. +91-731-4218481.



15. The details of the process and manner for remote e-voting are explained herein below:

- (i) The voting through electronic means will commence on 9.00 A.M. (IST) on Friday, 07th June, 2024, and ends at 5.00 P.M. (IST) on Saturday, 06th July, 2024. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the e-voting module shall be disabled by CDSL for voting thereafter. The Shareholders as on the cut-off date, i.e.Friday, 31st May, 2024 may cast their vote.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of the 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iii) 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
	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 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
	If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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/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 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 with NSDL Depository	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 "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 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.

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

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 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.

Individual
Shareholders (holding securities in demat mode) login through their **Depository**Participants (DP)

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 abovementioned 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 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.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (iv) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
 - 1) The shareholders should log on to the e-voting website <u>www.evotingindia.com</u>.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual
	shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)



	Shareholders who have not updated their PAN with the		
	Company/Depository Participant are requested to use the sequence		
	number sent by Company/RTA or contact Company/RTA.		
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy		
Bank Details	format) as recorded in your demat account or in the company		
OR	records in order to login.		
Date of Birth			
(DOB)	If both the details are not recorded with the depository or company,		
	please enter the member id / folio number in the Dividend Bank		
	details field.		

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for evoting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant "SAMYAK INTERNATIONAL LIMITED" on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

400058 Email: samyakinternationalltd@gmail.com, Website: https://samyakinternational.in



(xvi) Additional Facility for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatoryto send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer through email at ajitjain84@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

- A. For Physical shareholders- please provide necessary details like 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 Company/RTA email id at samyakinternationalltd@gmail.com or info@adroitcorporate.com respectively.
- B. For Demat shareholders Please update your email id & mobile no. with your respective Depository Participant (DP).
- C. For Individual Demat shareholders Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800225533.



All grievances connected with the facility for voting by electronic means may be addressed to Mr.RakeshDalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25thFloor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800225533.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 01:

Mr. Sunit Jain was appointed as the Managing Director of the Company for a term of five (5) years commencing from 13th April 2019 till 12th April, 2024. Subsequently at the 25th Annual General Meeting held on 30.09.2019, the members approved the appointment.

The Nomination and Remuneration Committee after considering the meritorious services and significant contribution made by Mr. Sunit Jain to the growth in operations and profitability of the Company, The Board of Directors of the Company ("Board"), at its meeting held on April 18, 2024 has re-appointed Mr. Sunit Jain (DIN- 06924372), as Managing Director, for a period of 5 (five) years with effect from 13th April, 2024, until 12th April, 2029, on the terms and remuneration set out hereunder, subject to the approval of the Shareholders and such other necessary approval(s), as may be required.

Further, He shall perform such duties as shall from time to time be entrusted to him by the Board, subject to superintendence, guidance and control of the Board.

He shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 ("the Act") with regard to duties of directors.

The Company has received notice under Section 160 of the Companies Act, 2013 (the Act) from a member proposing candidature of Mr. Sunit Jain as a Managing Director of the Company.

Mr. Sunit Jain a is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation.



Mr. Sunit Jain satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the re-appointment of Mr. Sunit Jain as Managing Director will be beneficial to the functioning and future growth opportunities of the Company and the remuneration payable to him is commensurate with his abilities and experience.

The resolution needs the approval of the members in terms of sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) for the re-appointment of Mr. Sunit Jain as a Managing Director of the Company on the terms and conditions as mentioned in resolution.

The requisite details and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice.

The information as required under Schedule V of the Companies Act, 2013, is attached herewith. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Sunit Jain is interested in the resolution set out at Item No. 01 of the Notice. Mrs. Neha Jain, CFO and Director, and Mr. Shantilal Jain, Whole-time Director, being related to Mr. Sunit Jain, may be deemed to be interested in the resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013

1. General Information

1. Nature of Industry: The Company is mainly engaged in the business of Trading, petroleum products and others.



- **2. Date or expected date of commencement of commercial production:** The Company was incorporated on 21/07/1994 in the name of MCSURE CAPITAL MARKET LIMITED and changed its name to SAMYAK INTERNATIONAL LIMITED on 01/04/2005. The company commenced its business in the year 1994.
- 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

4. Financial performance based on given indicators

(Rs. in Lakhs)

Particulars	FY 2022-23		FY 2021-22		FY 2020-21	
	Standalo	Consoli	Standal	Consoli	Standa	Consoli
	ne	dated	one	dated	lone	dated
Revenue from	2068.30	4429.71	1734.55	4638.59	948.70	2407.79
Operations					940.70	2407.79
Profit/(Loss) for						
the period	(42.61)	303.08	(76.09)	62.40	4.77	79.48
(Before Tax)						
Profit/(Loss) for						
the period (After	(43.37)	302.54	(76.27)	59.70	5.62	(78.78)
Tax)						
Earnings Per						
share (Rs.10/-	(7.21)	(1.67)	(5.89)	(3.71)	(1.94)	(3.29)
each) Basic &	(7.21)	(1.07)	(3.09)	(3.71)	(1.94)	(3.29)
Diluted (in Rs.)						

Note: Above amounts are extracted from financial statements of the Company on consolidated and standalone basis for the respective financial year.

5. Foreign investments or collaborations, if any.

The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company. Foreign investors, mainly comprising FIIs holders, are investors in the Company on account of past issuances of securities and secondary market purchases.



2. <u>Information about the appointee:</u>

1. Background details: Mr. Sunit Jain has more than 15+ years of experience in the field of Management, Accounting & Manufacturing. His qualification showcases his dedication to acquiring a profound understanding of financial management and strategic business practices.

2. Past Remuneration:

(Rs. in Lakhs)

Particulars	Mr. Sunit Jain				
r ai ticulai s	FY 2022-23	FY 2021-22	FY 2020-21		
Salary	-	-	-		
Perquisites	-	-	-		
Commission &	-	-	-		
Bonus					
Total	-	-	-		

3. Recognition or awards: NA

- **4. Job profile and his suitability:** Mr. Sunit Jain, Managing Director of the Company. He is Chartered Account by profession and possess more than 15+ years of experience in the field of Management, Accounting & Manufacturing. He also looks after Finance & Administration, Budgeting & Planning process of the Company, government and customer relationships and overseeing and forecasts of organization's financial performance.
- **5. Remuneration proposed:** Rs. 20,00,000 per annum
- 6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): NA
- 7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any: Mr. Sunit Jain meets the criteria of a Managing Director as prescribed under Schedule V of the Act.

No other pecuniary relationship with Company except the post of Managing Director.



Mr. Sunit Jain relationship with other directors is as follows:

- 1. Husband of Mrs. Neha Jain (CFO and Non-executive Director)
- 2. Grandson of Mr. Shantilal Jain (Whole-time Director).

3. Other information:

- **1. Reasons of loss or inadequate profits:** Due to increase of Material Cost & Company is maintain competitive rates.
- 2. Steps taken or proposed to be taken for improvement: The Company is under the good management guidance and control that help continued in achieving the targets of cutting down in the cost of operations and getting efficiency in this area by using better alternated resources/means.
- **3.** Expected increase in productivity and profits in measurable terms: The Company aim to increase its productivity and achieve good profits in near future.

4. <u>Disclosures:</u>

1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;

Name	Tenure	Designation	Salary	Perquisites	Total
Mr. Sunit Jain	Five years	Managing	Rs.		Rs.
	w.e.f	Director	20,00,000		20,00,000
	13.04.2024		per annum		per annum

2. Details of fixed component and performance linked incentives along with the performance criteria;

Details of Fixed Component: as mentioned in point (i) above and; There is no performance linked incentive along with the performance criteria

3. Service contracts, notice period, severance fees; and

The appointment of the Executive Directors is governed by Resolutions passed by the Shareholders of the Company, which cover the terms and conditions of such appointment, read with the service rules of the Company. A separate Service Contract is not entered into by the Company with Executive Directors. No notice period or severance fee is payable to any Director



4. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

The Company has not granted any stock option to any of its director/employees.

Your directors recommend the resolution at Item No. 01 for approval by the Members by way of a **Special Resolution.**

ITEM NO. 02:

Mr. Shantilal Jain, Whole-time Director of the Company informs to the board that pursuant to section 94 and 128 of the Companies Act, 2013 read with The Companies (Management and Administration), Rules, 2014 and The Companies (Accounts) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), every company is required to keep and maintain Registers, copies of Returns and Books of accounts of the company at the registered address of the company.

However company can keep and maintain the above mentioned registers, copies of returns and books of accounts at any place other than registered office, where more than one-tenth of the total number of members entered in the register of members reside, with the approval of Members of the Company by passing special resolution in the general meeting of the Company for the smooth functioning of business operations of the company;

In view of the above, as a measure of prompt service and facilitation of convenience to the Members of the Company, it is considered desirable to keep and maintain aforementioned Registers, copies of returns and Books of accounts, etc. at the at the Corporate office of the Company situated at N-38, Saket Nagar, Indore MP 452001 IN.

Your directors recommend the resolution at Item No. 02 for approval by the Members by way of a **Special Resolution.**

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the Special Resolution set out at Item No. 02 of the Notice.

ITEM NO. 03

Presently, the Authorized share Capital of the Company is Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each. The Board of directors, therefore, considers it desirable to increase the Authorized Share Capital of the Company to Rs. 15,00,00,000



(Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each, by creation of additional 80,00,000 (Eighty Lakhs) Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each aggregating to Rs. 8,00,00,000 (Rupees Eight Crores Only) to accommodate the fresh issuance of the shares of the Company.

Consequent upon increase in authorized share capital as proposed, the existing Clause V of Memorandum of Association of the Company will also have to be amended and substituted. The draft amended Memorandum of Association will be available for inspection by Members at the website of the Company till the last date of e-voting.

The provisions of the Companies Act require the Company to seek approval of the members for increase in authorized share capital and for consequent alteration of the Capital Clause of the Memorandum of Association; accordingly, the Board recommends the resolution set forth in Item No. 5 for the approval of the members of the Company by way of an **Ordinary Resolution**.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested (financial or otherwise) in the resolution except to the extent of their shareholding in the Company, if any.

By order of the Board of Directors SAMYAK INTERNATIONAL LIMITED

Shantilal Jain Whole-time Director DIN- 00469834

Place: Indore

Dated: 30th May, 2024



PURSUANT TO REGULATIONS 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS -2

Particulars	ITEM NO. 01		
Name of Director	MR. SUNIT JAIN (DIN: 0692437	72)	
Date of Birth	19.01.1991		
Age	33 Years		
Original Date of	13.04.2019		
Appointment			
Expertise / Experience in	Management and Banking		
specific functional areas			
Qualification	CA		
Terms and Conditions of	As provided in the resolution at I	tem No. 01 of this Notice of Postal	
Appointment/ Re-	ballot		
appointment			
Remuneration last drawn	Nil		
during 2023-2024)			
Remuneration proposed to	As per existing terms and conditions.		
be paid			
No. & % of Equity Shares	91,761 Equity Shares		
held in the Company	1.47 % of Equity Shares as on 31	.03.2024	
(As on 31.03.2024).			
Directorship in other	1. Alpha Tar Industries Private Lin		
Companies (As on	2. Aadi Chemtrade Private Limited		
31.03.2024)	3. Keti Highway Developers Private Limited		
	4. Samyak Eco-Fuel Private Limited		
	5. VSN Eco-Fuel Private Limited		
	6. Indiflex Packaging Private Limited		
	7. Digital Micron Roto Print Private Limited		
Number of Meetings of the	Attended	Held	
Board attended during the	11	11	
year.	11	11	



Chairman / Member of the	Nil
Committees of the Board	
Directors of other	
Companies	
(includes only Audit	
Committee and	
Stakeholders' Relationship	
Committee)	
Chairman/Member of the	Nil
Committees of the Board of	
Directors of the Company	
Relationship between	Mr. Sunit Jain relationship with other directors is as follows:
directors inter-se.	1. Husband of Mrs. Neha Jain (CFO and Non-executive Director of the
	Company)
	2. Grandson of Mr. Shantilal Jain (Whole-time Director of the
	Company).

By order of the Board of Directors SAMYAK INTERNATIONAL LIMITED

> Shantilal Jain **Whole-time Director** DIN-00469834

Place: Indore **Dated:** 30th May, 2024