



Date: September 20, 2024

To,

BSE Limited

Department of Corporate Services,
SP. J. Towers, Dalal Street, Mumbai – 400 001
(Scrip Code-508933)

National Stock Exchange of India Limited

Exchange Plaza, Bandra-Kurla Complex, Bandra
(E), Mumbai – 400 051
(Symbol : AYMSYNTEX)

Dear Sir/ Madam,

Subject: Notice of Extraordinary General Meeting & E- Voting Information.

In compliance with Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the EGM Notice, dispatched to the members on September 20, 2024. The Extraordinary General Meeting of the Company is scheduled to be held on **Wednesday, October 16, 2024 at 11.00 AM (IST)** through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) without the physical presence of the Members.

Further, pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015, read with Companies (Management and Administration) Rules, 2014, the Company is providing e-voting facility to its shareholders in respect of resolutions to be considered at the EGM. The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorized agency to provide remote e-voting facility.

The remote e-voting facility shall be kept open from **Sunday, 13th October, 2024 (9:00 a.m.)** to **Tuesday, 15th October, 2024 (5:00 p.m.)** for shareholders to cast their votes electronically. The cut-off date for voting (including remote e-voting) shall be **Tuesday, 8th October, 2024**. Detailed instructions with respect to voting have been mentioned in the Notice convening the EGM.

Pursuant to General Circular No. 09/2024 dated 19th September, 2024 read with General Circular No. 09/2023 dated 25th September, 2023 read with General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 (collectively referred to as “**MCA Circulars**”) as amended and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 read with SEBI Circular Nos. SEBI/ HO/ CFD/ CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated 13th May 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 (“**SEBI Circulars**”), it is permitted to hold the EGM through VC / OAVM, without the physical presence of the Members at a common venue. The Notice of the EGM is being dispatched only by electronic mode to those Shareholders whose email addresses are registered with the Company/ Depository Participants.

The Notice of EGM is available on Company’s website at www.aymsyntex.com & on the website of Stock exchanges i.e. on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at

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www.bseindia.com and at www.nseindia.com respectively. The same is also available of the website of National Securities Depository Limited (“NSDL”) at www.evoting.nsdl.com.

Attached is the Notice of Extraordinary General Meeting of the Company.

Kindly take the above on record.

For **AYM Syntex Limited**

SUYOG
SATYANARAYA
N CHITLANGE

Digitally signed by
SUYOG
SATYANARAYAN
CHITLANGE
Date: 2024.09.20
23:34:29 +05'30'

Suyog Chitlange
Chief Financial Officer

Encl: As above

AYM SYNTEX LIMITED



AYM SYNTEX LIMITED

CIN NO: L99999DN1983PLC000045

Registered Office Address: Plot no.1, Survey no.374/1/1, Village Saily, Silvassa 396230,
U.T of Dadra & Nagar Haveli

NOTICE

NOTICE is hereby given that the 01/2024-25 Extraordinary General Meeting (“EGM”) of the Members of AYM Syntex Limited (“the Company”) will be held on Wednesday, October 16, 2024 at 11.00 A.M. (IST) through video conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following business:

SPECIAL BUSINESS:

- 1. Preferential Allotment of up to 77,67,828 (Seventy Seven Lakhs Sixty Seven Thousand Eight Hundred and Twenty Eight) Equity Shares and in this regard, to pass, the following Resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”), as amended from time to time, and all other applicable laws and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (“SEBI”) and/or any other statutory or regulatory authorities, including the BSE Limited and National Stock Exchange of India Limited (collectively, the “Stock Exchanges”) from time to time to the extent applicable and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from one or all of them and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company be and is hereby accorded to offer, issue, and

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allot from time to time in one or more tranches up to 77,67,828 (Seventy Seven Lakhs Sixty Seven Thousand Eight Hundred and Twenty Eight Only) fully paid up Equity Shares of the face value of Rs. 10/- (Rupees Ten only) each for cash at a price of Rs. 182.50 (Rupees One Hundred Eighty Two and Fifty Paise only) per equity share including a premium of Rs. 172.50 (Rupees One Hundred Seventy Two and Fifty Paise only) per Equity Share aggregating Rs. 141,76,28,610/- (Rupees One Hundred and Forty One Crores Seventy Six Lakhs Twenty Eight Thousand and Six hundred and Ten only) which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”) by way of preferential issue on such further terms and conditions as detailed herein below to the below mentioned persons (“Proposed Allottees”):

Sr. No.	Name of Proposed Allottees	Category	No. of Equity Shares to be allotted
1.	Hardik Pradeep Agrawal (Partner of Ace Investments)	Non-Promoter	27,397
2.	Divyanshi Mukul Agrawal	Non-Promoter	54,794
3.	Krimali Bhavin Thakkar	Non-Promoter	13,698
4.	Mukul Mahavir Agrawal	Non-Promoter	23,01,369
5.	Saranya Mukul Agrawal	Non-Promoter	54,794
6.	Vijay Khetan	Non-Promoter	13,698
7.	Riddhesh Ram Gandhi HUF	Non-Promoter	1,09,589
8.	Nisarg Vakharia	Non-Promoter	2,19,178
9.	Sangeeta Jain	Non-Promoter	1,09,589
10.	Sushmita Kacholia	Non-Promoter	2,19,178
11.	Chanakya Wealth Creation Fund	Non-Promoter	2,04,000
12.	GP Emerging Markets Strategies, L.P.	Non-Promoter	4,78,904
13.	Hetal Dimple Shah	Non-Promoter	19,178
14.	Jay Girish Thakkar	Non-Promoter	16,438
15.	Nimit Tanna	Non-Promoter	5,61,643
16.	Nishit Rathi	Non-Promoter	38,356
17.	Pragma Fund SPC- Equities Segregated Portfolio	Non-Promoter	2,57,534
18.	The Ram Fund LP	Non-Promoter	3,39,726
19.	Sanjay Kabra	Non-Promoter	32,876
20.	University of Notre Dame Du Lac	Non-Promoter	7,36,986
21.	Utpal Sheth	Non-Promoter	5,89,041
22.	RRM Enterprises Private Limited	Promoter Group	6,84,931
23.	Rajesh R. Mandawewala (RRM Family Trust)	Promoter	6,84,931
TOTAL			77,67,828

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations, the ‘Relevant Date’ for determination of the minimum issue price for preferential issue of equity shares is Monday, September 16, 2024, i.e, date 30 (thirty) days prior to the date of passing of the special resolution in Extraordinary General Meeting.

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RESOLVED FURTHER THAT pursuant to the provisions of the Act, the names of the Proposed Allottees be recorded for the issue of invitation to subscribe to the Equity Shares and private placement offer cum application letter in Form No. PAS- 4 be issued to the Proposed Allottees inviting them to subscribe to the Equity Shares and consent of the Members of the Company be and is hereby accorded to the issuance of the same to the Proposed Allottees inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and to make an offer to the proposed Allottee through private placement offer cum application letter in Form PAS- 4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members.

RESOLVED FURTHER THAT in case of non-subscription from any proposed Allottees, the Board of Directors of the Company shall have the power to allot same to any other proposed Allottees or dispose of such shares in the manner as they deem fit and beneficial in the interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors) in respect of equity shares to be allotted on preferential basis.

RESOLVED FURTHER THAT the consideration received by the Company from the Subscriber for allotment of Equity Shares to the Proposed Allottees shall be kept in separate bank account.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- b. The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- c. The Equity Shares to be issued and allotted shall be fully paid up and shall rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof.
- d. The Investors shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof.
- e. The monies received by the Company from the Proposed Allottees for application of the Equity Shares pursuant to this preferential issue be kept by the Company in a separate bank account.

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- f. The Equity Shares shall be allotted in dematerialized form only. The allotment shall be made within a maximum period of 15 days from the date of passing of this resolution by the Members provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board and/or any Committee constituted by the Board for this purpose and/or Key Managerial Personnel be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, open bank account in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited, Central Depository Services (India) Limited and/ or such other authorities as may be necessary for the purpose and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the ICDR Regulations and the Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Committee constituted by the Board for this purpose or the Executive Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.

RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the board of directors of the Company or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

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RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any Committee duly constituted for this purpose in connection with any matter referred to or contemplated in any of the foregoing Resolutions are hereby approved, ratified and confirmed in all respects.”

Registered Office:

Plot no.1, Survey no.374/1/1, Village Saily,
Silvassa 396230, U.T of Dadra & Nagar Haveli

CIN: L99999DN1983PLC000045

Phone: + 91-022-61637000/7001

E-mail: complianceofficer@aymgroup.com

Website: www.aymsyntex.com

**By Order of Board of Directors
For AYM Syntex Limited**

Kaushal Patvi

Company Secretary

Membership No.: F10079

Place: Mumbai

Date: September 20, 2024

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NOTES

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular No. 09/2024 dated 19th September, 2024 read with General Circular No. 09/2023 dated 25th September, 2023 read with General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 (collectively referred to as “**MCA Circulars**”) as amended and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 read with SEBI Circular Nos. SEBI/ HO/ CFD/ CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated 13th May 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 (“**SEBI Circulars**”), has permitted the holding of the Annual General Meeting and Extraordinary General Meeting through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”), without the physical presence of the Members at a common venue.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this EGM is being held pursuant to the MCA Circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this EGM and hence the proxy form, attendance slip and route map of EGM are not annexed to this notice.
3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Pursuant to the provisions of Section 113 of the Companies Act, Body Corporates/ Institutional Corporate Members intending for their authorized representatives to attend the meeting are requested to send to the Company, on complianceofficer@aymgroup.com from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
5. The Shareholders can join the EOGM through the VC/ OAVM mode 15 (fifteen) 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 EGM through VC/OAVM will be made available for 1,000 Shareholders on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters,

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Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first serve basis.

6. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
7. Explanatory Statement pursuant to Section 102 of the Act, and any other applicable provisions of the Act, the Rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2), setting out material facts and reasons thereof for the proposed Resolution, forming part of the Notice, is annexed herewith.
8. In compliance with the MCA Circulars and the SEBI Circulars, Notice of the EGM is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories.
9. In view of the “Green Initiatives in Corporate Governance” introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s) are requested to register / update their email addresses with their Depository Participant(s).
10. All documents referred to in this notice will also be available electronically for inspection without any fee by the members from the date of circulation of this notice upto the closure of remote e-voting. Members seeking to inspect such documents can send an email to complianceofficer@aymgroup.com.
11. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (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 EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (“NSDL”), as the Authorised e-Voting agency for facilitating voting through electronic means. The facility of casting votes by Members using remote e-voting as well as e-voting system on the date of the EGM will be provided by NSDL.

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12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.aymsyntex.com. 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 EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
13. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, October 8, 2024, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice for information purpose only.
14. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure as mentioned in this Notice.
15. The remote e-voting will commence on Sunday, October 13, 2024 at 9.00 a.m. (IST) and will end on Tuesday, October 15, 2024 at 5.00 p.m. (IST). During this period, the Members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e., Tuesday, October 8, 2024, may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
16. Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
17. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e., Tuesday, October 8, 2024.
18. The Board has appointed Mr. Hitesh J. Gupta, Practicing Company Secretary, Membership No. ACS-A33684 & CP-12722 as the Scrutinizer to scrutinise the remote e-voting in a fair and transparent manner and to count the votes casted in favour or against the Resolution proposed in item No. 1 of the Notice as mentioned hereinabove and to comply with the provisions of Section 108 of the Companies Act, 2013. He will submit his report within 2 (two) working days from the date of conclusion of EGM to the Chairman of the Company.
19. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.aymsyntex.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by

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him, and the same shall be communicated to Stock Exchanges where the equity shares of the Company are listed.

20. Members are requested to intimate about change in their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the Company’s Registrar and Share Transfer Agent Link Intime India Private Limited C-101,247 Park, LBS Marg, Vikhroli (West), Mumbai – 400083 Tel. Noi.: 022 – 49186270, Fax No. 022 – 49186060, Email: rnt.helpdesk@linkintime.co.in in case the shares are held in physical form and to the Depository Participant (DP) in case the shares are held in electronic form.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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

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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.

2. 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>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider 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.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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</p>

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	NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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.com 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 toll free no. 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 :

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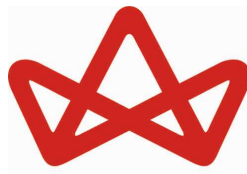
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Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12*****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

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.**

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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.com 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.

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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 (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cshitesh.gupta@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI 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 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 complianceoffice@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 complianceoffice@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.

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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 EGM ARE AS UNDER:

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

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

1. Member will be provided with a facility to attend the EGM 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.

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5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at complianceofficer@aymgroup.com. The same will be replied by the company suitably.

Registered Office:

Plot no.1, Survey no.374/1/1, Village Saily,
Silvassa 396230, U.T of Dadra & Nagar Haveli

CIN: L99999DN1983PLC000045

Phone: + 91-022-61637000/7001

E-mail: complianceofficer@aymgroup.com

Website: www.aymsyntex.com

Place: Mumbai

Date: September 20, 2024

**By Order of Board of Directors
For AYM Syntex Limited**

**Kaushal Patvi
Company Secretary
Membership No.: F10079**

AYM SYNTEX LIMITED



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

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated September 20, 2024:

ITEM NO.: 1

The Board of Directors of the Company, at its Meeting held on September 17, 2024, subject to the approval of the Members of the Company and such other approvals as may be required, approved the proposal for offer, issuance and allotment in one or more tranches up to 77,67,828 Equity Shares of the face value of Rs. 10/- (Rupees Ten only) each for cash at a price of Rs. 182.50 (Rupees One Hundred Eighty Two and Fifty Paise only) per equity share including a premium of Rs. 172.50 (Rupees One Hundred Seventy Two and Fifty Paise only) per Equity Share aggregating to Rs. 141,76,28,610/- (Rupees One Hundred and Forty One Crores Seventy Six Lakhs and Twenty Eight Thousand and Six Hundred and Ten only).

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with ICDR Regulations and Listing Regulations, as amended from time to time, approval of the Members of the Company by way of Special Resolution is required to issue securities by way of preferential issue.

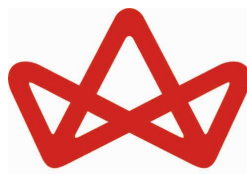
Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is being sought for the raising of funds aggregating to Rs. 141,76,28,610/- (Rupees One Hundred and Forty One Crores Seventy Six Lakhs and Twenty Eight Thousand and Six Hundred and Ten only) by way of issuance up to 77,67,828 equity shares of the face value of Rs. 10/- (Rupees Ten only) each for cash at a price of Rs. 182.50 (Rupees One Hundred Eighty Two and Fifty Paise only) per equity share including a premium of Rs. 172.50 (Rupees One Hundred Seventy Two and Fifty Paise only) per equity share each payable in cash, on a preferential basis to the Proposed Allottees as the Board of the Company may determine in the manner detailed hereafter.

The information pertaining to the proposed preferential issue in terms of the provisions of Chapter V of SEBI ICDR Regulations, Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 is as stated below:

A. Objects of the Preferential issue:

The Company shall utilise the proceeds of the Preferential Issue of Equity Shares in the following manner:

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Sr. No.	Description of Object	Estimated Amount (in INR crores)	Tentative Timeline for utilization of issue proceeds
1.	Repayment of Debt (Other than working capital borrowings)	24.00	One year
2.	Repayment/Reduction in Working Capital Borrowings	25.00	One year
3.	General Corporate Purposes	33.76	One year
4.	Capital Expenditure	59.00	Two Years
TOTAL		141.76	--

Up to 25% (twenty five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as “General Corporate Purposes”).

In terms of NSE notice no. NSE/CML/2022/56 and BSE notice no. 20221213-47, dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon future circumstances, as the objects are based on the Management estimates and other commercial and technical factors. The utilisation is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds

Till the time funds are utilized for aforesaid purposes, the Company will park the issue proceeds, in part or full, in Cash Credit Accounts maintained with various banks, and to the extent the funds are parked in the CC Accounts, the Company undertakes to set aside the cash credit limit to that extent towards utilization in accordance with the objects set out above and/or will invest the issue proceeds in money market instruments including mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

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B. Monitoring of utilisation of funds

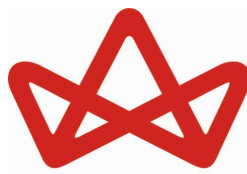
- i. Given that the issue size exceeds Rs. 100 Crore (Indian Rupees One Hundred Crore), the Company has appointed CARE Ratings a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue (“Monitoring Agency”).
- ii. The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

C. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price

The Board of Directors in its meeting held on September 17, 2024 has subject to the approval of the Members and such other approvals as may be required, approved the offer, issuance and allotment in one or more tranches up to 77,67,828 Equity Shares of the face value of Rs. 10/- (Rupees Ten only) each for cash at a price of Rs. 182.50 (Rupees One Hundred Eighty Two and Fifty Paise only) per equity share including a premium of Rs. 172.50 (Rupees One Hundred Seventy Two and Fifty Paise only) per Equity Share aggregating to Rs. 141,76,28,610/- (Rupees One Hundred and Forty One Crores Seventy Six Lakhs and Twenty Eight Thousand and Six Hundred and Ten only) to the below mentioned Promoter, Promoter Group and Non-Promoter proposed allottee(s) by way of preferential issue on terms and conditions as stated in the resolution:

Sr. No.	Name of Proposed Allottees	Category	No. of Equity Shares to be allotted
1.	Hardik Pradeep Agrawal (Partner of Ace Investments)	Non-Promoter	27,397
2.	Divyanshi Mukul Agrawal	Non-Promoter	54,794
3.	Krimali Bhavin Thakkar	Non-Promoter	13,698
4.	Mukul Mahavir Agrawal	Non-Promoter	23,01,369
5.	Saranya Mukul Agrawal	Non-Promoter	54,794
6.	Vijay Khetan	Non-Promoter	13,698
7.	Riddhesh Ram Gandhi HUF	Non-Promoter	1,09,589
8.	Nisarg Vakharia	Non-Promoter	2,19,178
9.	Sangeeta Jain	Non-Promoter	1,09,589
10.	Sushmita Kacholia	Non-Promoter	2,19,178
11.	Chanakya Wealth Creation Fund	Non-Promoter	2,04,000
12.	GP Emerging Markets Strategies, L.P.	Non-Promoter	4,78,904
13.	Hetal Dimple Shah	Non-Promoter	19,178

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14.	Jay Girish Thakkar	Non-Promoter	16,438
15.	Nimit Tanna	Non-Promoter	5,61,643
16.	Nishit Rathi	Non-Promoter	38,356
17.	Pragma Fund SPC- Equities Segregated Portfolio	Non-Promoter	2,57,534
18.	The Ram Fund LP	Non-Promoter	3,39,726
19.	Sanjay Kabra	Non-Promoter	32,876
20.	University of Notre Dame Du Lac	Non-Promoter	7,36,986
21.	Utpal Sheth	Non-Promoter	5,89,041
22.	RRM Enterprises Private Limited	Promoter Group	6,84,931
23.	Rajesh R. Mandawewala (RRM Family Trust)	Promoter	6,84,931
TOTAL			77,67,828

D. Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the issue price for Preferential Allotment of Equity Shares is Monday, September 16, 2024 (i.e. being the date, which is 30 days prior to the date of shareholder's meeting which is scheduled on Wednesday, October 16, 2024).

E. Basis or justification for the price (including the premium, if any) at which the offer or invitation is being made

The Equity Shares of the Company are listed on Stock Exchanges, viz., BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and are frequently traded in accordance with SEBI ICDR Regulations, 2018. NSE, being the Stock Exchange with higher trading volumes for the preceding 90 trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

Accordingly, the floor price in terms of Regulation 164 of the SEBI ICDR Regulation is Rs.156/- (Rupees One Hundred and Fifty Six only) per Equity Share, being higher of the following:

a) the 90 trading days volume weighted average price of the related Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, is Rs.121.70/- (Rupees One hundred and twenty one and seventy paise only) per Equity Share; or

b) the 10 trading days volume weighted average price of the related Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, is Rs. 156/- (Rupees One hundred and fifty six only) per Equity Share.

Further, in terms of Regulation 166A of the SEBI ICDR Regulations the Company has obtained a valuation report from TPG & Co., an Independent Registered Valuer – Securities and Financial Assets, having Registration No. SFIA-IBBI/RV/06/2018/10207, arriving at Rs. 176/- (Rupees One Hundred and

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Seventy Six only) per Equity Share and the copy of the same has been hosted on the website of the Company at <https://aymsyntex.com>

Accordingly, the management of the Company has decided to issue these shares proposed to be allotted on preferential basis to the proposed allottees at Rs.182.50/- (Rupees One Hundred Eighty Two and Fifty Paise only) per Equity Share being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

The issue price shall be subject to appropriate adjustments in the cases specified under Regulation 166 of the SEBI ICDR Regulations.

F. Amount which the company intends to raise by way of such securities

Aggregate amount of Rs. 141,76,28,610/- (Rupees One Hundred and Forty One Crores Seventy Six Lakhs Twenty Eight Thousand and Six Hundred and Ten only)

G. Principal terms of Assets charged as securities

Not Applicable

H. Material terms of raising such securities

The same has been disclosed in the respective Resolution.

I. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered value

Not Applicable

J. The intent of the Promoters, Directors or key management personnel of the issuer to subscribe to the offer

Promoter/ Promoter Group of the Company are subscribing to the issue to the extent of number of equity shares proposed to be issued, written against their names, as detailed in the following table:

Sr. No.	Name of Proposed Allottee	Category	No. of Equity Shares to be allotted
1.	RRM Enterprises Private Limited	Promoter Group	6,84,931
2.	Rajesh R. Mandawewala (RRM Family Trust)	Promoter	6,84,931

Apart from the proposed allottees, none of the other current Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to the proposed preferential offer.

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K. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects

Upto Rs. 25.00 crores (Rupees Twenty Five Crores Only)

L. Name of the proposed allottees, class and percentage of post Preferential Issue capital that may be held by them:

Sr. No.	Proposed Investor Name	Class	Pre-preferential issue		Post-preferential issue	
			No. of equity shares	% Share holding	No. of equity shares	% Share holding
1.	Hardik Pradeep Agrawal (Partner of Ace Investments)	Equity Shares	--	--	27,397	0.05
2.	Divyanshi Mukul Agrawal	Equity Shares	--	--	54,794	0.09
3.	Krimali Bhavin Thakkar	Equity Shares	--	--	13,698	0.02
4.	Mukul Mahavir Agrawal	Equity Shares	--	--	23,01,369	3.93
5.	Saranya Mukul Agrawal	Equity Shares	--	--	54,794	0.09
6.	Vijay Khetan	Equity Shares	--	--	13,698	0.02
7.	Riddhesh Ram Gandhi HUF	Equity Shares	--	--	1,09,589	0.19
8.	Nisarg Vakharia	Equity Shares	--	--	2,19,178	0.37
9.	Sangeeta Jain	Equity Shares	--	--	1,09,589	0.19
10.	Sushmita Kacholia	Equity Shares	--	--	2,19,178	0.37
11.	Chanakya Wealth Creation Fund	Equity Shares	--	--	2,04,000	0.35
12.	GP Emerging Market Strategies L.P.	Equity Shares	--	--	4,78,904	0.82
13.	Hetal Dimple Shah	Equity Shares	--	--	19,178	0.03
14.	Jay Girish Thakkar	Equity Shares	--	--	16,438	0.03
15.	Nimit Tanna	Equity Shares	28,700	0.06	5,90,343	1.01
16.	Nishit Ratan Rathi	Equity Shares	--	--	38,356	0.07
17.	Pragma Fund SPC-Equities Segregated Portfolio	Equity Shares	--	--	2,57,534	0.44
18.	The RAM Fund LP	Equity Shares	--	--	3,39,726	0.58

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19.	Sanjay Kabra	Equity Shares	--	--	32,876	0.06
20.	University of Notre Dame Du Lac	Equity Shares	--	--	7,36,986	1.26
21.	Utpal Sheth	Equity Shares	--	--	5,89,041	1.01
22.	RRM Enterprises Private Limited	Equity Shares	--	--	6,84,931	1.17
23.	Rajesh R. Mandawewala (RRM Family Trust)	Equity Shares	5,00,000	0.99	11,84,931	2.03

M. Shareholding pattern of the Company before and after the Preferential Issue

Sl. No.	Category	Pre-issue shareholding#		Post- issue shareholding*	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
A	Promoters and Promoter Group Holding				
1	Indian				
(a)	Individuals/Hindu undivided Family	5,00,000	0.99	11,84,931	2.03
(b)	Central Government / State Government(s)	-	-	-	-
(c)	Financial Institutions / Banks	-	-	-	-
(d)	Bodies Corporate	3,67,34,927	72.41	37,419,858	63.97
(e)	Any Others	-	-	-	-
	Sub Total(A)(1)	3,72,34,927	73.40	3,86,04,789	65.99
2	Foreign				
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-	-
(b)	Government	-	-	-	-
(c)	Institutions	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-
(e)	Bodies Corporate	-	-	-	-
(f)	Any Others	-	-	-	-

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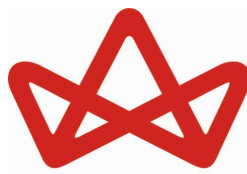


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	Sub Total (A)(2)	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	3,72,34,927	73.40	3,86,04,789	65.99
B	Public Shareholding				
B1	Institutions				
	Institutions (Domestic)	38,141	0.07	2,42,141	0.41
	Institutions (Foreign)	55,494	0.10	18,68,644	3.19
	Sub Total (B1)	93,635	0.17	21,10,785	3.61
B2	Non – Institutions				
1	Individuals (share Capital up to Rs. 2 lakhs)	42,47,839	8.37	42,47,839	7.26
2	Individuals (share Capital in excess of Rs. 2 lakhs)	56,94,886	11.23	99,66,113	17.00
3	Non Resident Indians (NRIs)	1,58,839	0.31	1,58,839	0.27
4	Bodies Corporate	22,63,497	4.47	22,63,497	3.87
5	Any Other (specify)				
a.	Trusts	4,302	0.01	4,302	0.00
b.	Escrow Account	6,736	0.01	6,736	0.01
c.	Body Corp-Ltd Liability Partnership	1,14,382	0.23	1,14,382	0.20
d.	HUF	9,09,431	1.79	10,19,020	1.74
e.	Clearing Member	2,790	0.01	2,790	0.00
	Sub Total (B2)	1,34,02,702	26.43	1,77,83,518	30.40
	Sub-Total (B) [B1+ B2]	1,34,96,337	26.60	1,98,94,303	34.01
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
C	Non-Promoter – Non- Public	-	-	-	-
	Grand Total (A+B+C)	5,07,31,264	100.00	5,84,99,092	100.00

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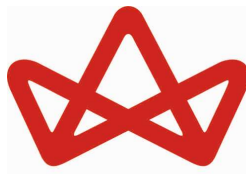
Pre-issue shareholding pattern as on 30.06.2024.

*The post issue shareholding percentage is arrived after considering all the proposed preferential allotments of 77,67,828 Equity shares proposed to be made under this notice.

N. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them

Sr. No.	Proposed Investor Name	Category/ Class of proposed Allottee	Ultimate Beneficial Owner of the proposed Allottee	Pre-preferential issue		Post-preferential issue	
				No. of equity shares	% Share holding	No. of equity shares	% Share holding
1.	Hardik Pradeep Agrawal (Partner of Ace Investments)	Non-Promoter	Hardik Pradeep Agrawal	--	--	27,397	0.05
2.	Divyanshi Mukul Agrawal	Non-Promoter	Not Applicable	--	--	54,794	0.09
3.	Krimali Bhavin Thakkar	Non-Promoter	Not Applicable	--	--	13,698	0.02
4.	Mukul Mahavir Agrawal	Non-Promoter	Not Applicable	--	--	23,01,369	3.93
5.	Saranya Mukul Agrawal	Non-Promoter	Not Applicable	--	--	54,794	0.09
6.	Vijay Khetan	Non-Promoter	Not Applicable	--	--	13,698	0.02
7.	Riddhesh Ram Gandhi HUF	Non-Promoter	Riddhesh Ram Gandhi	--	--	1,09,589	0.19
8.	Nisarg Vakharia	Non-Promoter	Not Applicable	--	--	2,19,178	0.37
9.	Sangeeta Jain	Non-Promoter	Not Applicable	--	--	1,09,589	0.19
10.	Sushmita Kacholia	Non-Promoter	Not Applicable	--	--	2,19,178	0.37
11.	Chanakya Wealth Creation Fund	Non-Promoter	Jay Thakkar	--	--	2,04,000	0.35
12.	GP Emerging Market Strategies L.P.	Non-Promoter	FPI Category I hence Not Applicable	--	--	4,78,904	0.82
13.	Hetal Dimple Shah	Non-Promoter	Not Applicable	--	--	19,178	0.03

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14.	Jay Girish Thakkar	Non-Promoter	Not Applicable	--	--	16,438	0.03
15.	Nimit Tanna	Non-Promoter	Not Applicable	28,700	0.06	5,90,343	1.01
16.	Nishit Ratan Rathi	Non-Promoter	Not Applicable	--	--	38,356	0.07
17.	Pragma Fund SPC-Equities Segregated Portfolio	Non-Promoter	FPI Category II Mr. Antonio Luiz da Cunha Seabra, directly or indirectly, holds 15% or more of beneficial ownership interest/entitlement through shares/ units or economic benefit participation including direct/ indirect holding held through single or multiple entities.	--	--	2,57,534	0.44
18.	The RAM Fund LP	Non-Promoter	FPI Category II Bruce MacDonald is a Senior Management Personnel with control over management or policy decisions	--	--	3,39,726	0.58
19.	Sanjay Kabra	Non-Promoter	Not Applicable	--	--	32,876	0.06

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20.	University of Notre Dame Du Lac	Non-Promoter	FPI Category I hence Not Applicable	--	--	7,36,986	1.26
21.	Utpal Sheth	Non-Promoter	Not Applicable	--	--	5,89,041	1.01
22.	RRM Enterprises Private Limited	Promoter Group	Rajesh R. Mandawewala	--	--	6,84,931	1.17
23.	Rajesh R. Mandawewala (RRM Family Trust)	Promoter	Rajesh R. Mandawewala	5,00,000	0.99	11,84,931	2.03

O. Proposed schedule/time frame within which the allotment/preferential issue shall be completed

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said equity shares will be completed within a period of 15 (fifteen) days from the date of passing of such resolution provided that where the issue and allotment of said equity shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

P. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price

The Company has not made any preferential allotment during FY 2024- 25.

Q. The total number of shares or other securities to be issued

The Company intends to offer, issue and allot 77,67,828 Equity Shares of the face value of Rs. 10/- (Rupees Ten only) each for cash at a price of Rs. 182.50 (Rupees One Hundred Eighty Two and Fifty Paise only) per Equity Share including a premium of Rs. 172.50 (Rupees One Hundred Seventy Two and Fifty Paise only) per Equity Share which is the price higher than the minimum price determined as on Relevant Date in accordance with Regulation 164(1) and Regulation 166A of the ICDR Regulations.

R. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower

Not Applicable

S. Change in control if any consequent to preferential issue

There shall be no change in management or control of the Company pursuant to the aforesaid issue of Equity Shares.

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However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

T. Lock-in period:

The Equity Shares shall be locked-in for such period as may be specified under Regulation 167 of Chapter V of the SEBI ICDR Regulations

U. Practicing Company Secretary's Certificate

The certificate from Hitesh J. Gupta, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection of the Members during the meeting and will also be made available on the Company's website and will be accessible at link: www.aymsyntex.com.

V. Disclosures as per Regulation 163(1)(j) pertaining to the Current and Proposed Status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter:

Sr. No.	Name of Proposed Allottees	Current Status of Proposed Allottees	Post Status of Proposed Allottees
1.	Hardik Pradeep Agrawal (Partner of Ace Investments)	Non-Promoter	Non-Promoter
2.	Divyanshi Mukul Agrawal	Non-Promoter	Non-Promoter
3.	Krimali Bhavin Thakkar	Non-Promoter	Non-Promoter
4.	Mukul Mahavir Agrawal	Non-Promoter	Non-Promoter
5.	Saranya Mukul Agrawal	Non-Promoter	Non-Promoter
6.	Vijay Khetan	Non-Promoter	Non-Promoter
7.	Riddhesh Ram Gandhi HUF	Non-Promoter	Non-Promoter
8.	Nisarg Vakharia	Non-Promoter	Non-Promoter
9.	Sangeeta Jain	Non-Promoter	Non-Promoter
10.	Sushmita Kacholia	Non-Promoter	Non-Promoter
11.	Chanakya Wealth Creation Fund	Non-Promoter	Non-Promoter
12.	GP Emerging Markets Strategies L.P.	Non-Promoter	Non-Promoter
13.	Hetal Dimple Shah	Non-Promoter	Non-Promoter
14.	Jay Girish Thakkar	Non-Promoter	Non-Promoter
15.	Nimit Tanna	Non-Promoter	Non-Promoter
16.	Nishit Ratan Rathi	Non-Promoter	Non-Promoter
17.	Pragma Fund SPC- Equities Segregated Portfolio	Non-Promoter	Non-Promoter
18.	The Ram Fund LP	Non-Promoter	Non-Promoter
19.	Sanjay Kabra	Non-Promoter	Non-Promoter

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20.	University of Notre Dame Du Lac	Non-Promoter	Non-Promoter
21.	Utpal Sheth	Non-Promoter	Non-Promoter
22.	RRM Enterprises Private Limited	Promoter Group	Promoter Group
23.	Rajesh R. Mandawewala (RRM Family Trust)	Promoter	Promoter

W. Undertakings:

- None of the Company, its Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the Listing Agreement entered with the Stock Exchanges and the SEBI Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange(s) for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- The proposed allottee have confirmed that they have not sold any Equity Shares of the Company during the 90 Trading Days preceding the Relevant Date.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said shares to the Proposed Allottees is being sought by way of a Special Resolution as set out in the said item no. 1 of the Notice.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolutions as set out in Item No. 1 as Special Resolution for your approval.

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Mr. Rajesh R. Mandawewala, Mr. Abhishek R. Mandawewala and Mrs. Khushboo A. Mandawewala may be concerned or interested in the said Resolution due to their Directorship on the Board of the Company. Except them, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 1 of this Notice except to the extent of their shareholding in the Company.

Registered Office:

Plot no.1, Survey no.374/1/1, Village Saily,
Silvassa 396230, U.T of Dadra & Nagar Haveli
CIN: L99999DN1983PLC000045
Phone:+ 91-022-61637000/7001
E-mail: complianceofficer@aymgroup.com
Website: www.aymsyntex.com

**By Order of Board of Directors
For AYM Syntex Limited**

**Kaushal Patvi
Company Secretary
Membership No.: F10079**

Place: Mumbai

Date: September 20, 2024

AYM SYNTEX LIMITED