



December 17, 2024

To,

**BSE Limited,**  
25<sup>th</sup> Floor, Phiroze  
Jeejeebhoy Towers,  
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, as amended ("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, as amended, please find enclosed the Notice of Postal Ballot dated 11<sup>th</sup> December, 2024 together with the Explanatory Statement thereof seeking approval of the shareholders on the following matters through Ordinary Resolution:

Item No.	Description of the Resolutions
1.	<b>Ordinary Resolution:</b> To approve the Increase in Authorized Share Capital and Consequent Alteration of Capital Clause of Memorandum of Association of the Company.
2.	<b>Ordinary Resolution:</b> Approval of Contract/Agreement for Related Party Transactions with M/s. Aadi Chemtrade Limited, an Associate Company.

The aforesaid Notice has been dispatched to the members of the Company on December, 17<sup>th</sup> December, 2024, whose names appear on the Register of Members as on the Cut-off Date i.e. Friday, 13<sup>th</sup> December, 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**

**NANCY JAIN**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

CIN: L67120MH1994PLC225907

Corporate Office: N-38 Saket Nagar Indore MP 452001 IN Ph.: +91-731-4218481

Regd. Office: 203-B, 2<sup>nd</sup> floor, A wing, Millionaire Heritage, SV Road, Nr Station, Andheri(w) B/H Andheri Market Mumbai MH 400058

Email: [samyakinternationaltd@gmail.com](mailto:samyakinternationaltd@gmail.com), Website: <https://samyakinternational.in>



# 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 that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), Government of India, for holding general meetings / conducting postal ballot process through electronic voting ("remote e-voting") vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (collectively referred to as "*MCA Circulars*") and any other applicable laws and regulations, the following special business is proposed to be passed by the Shareholders of "**Samyak International Limited**" ("*the Company*") through Postal Ballot via remote 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, 13<sup>th</sup> December, 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 Sunday, 22<sup>nd</sup> December, 2024, and ends at 5.00 P.M. (IST) on Monday, 20<sup>th</sup> January, 2025.**

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The Board of Directors of the Company at its meeting held on **Wednesday, 11<sup>th</sup> December, 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 **Wednesday, 22<sup>nd</sup> January, 2025**.

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](http://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 Resolution, 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 BALLOT BY WAY OF REMOTE –E-VOTING:**

### **SPECIAL BUSINESS**

#### **1. 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, as amended (“SEBI Listing Regulations, 2015”), or any other applicable laws for the time being in force and subject

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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. 15,00,00,000 (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares each to Rs. 16,00,00,000 (Rupees Sixteen Crore Only) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each, by creation of additional 10,00,000 (Ten Lakh) Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each aggregating to Rs. 1,00,00,000 (Rupees One 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. 16,00,00,000 (Rupees Sixteen Crore Only) divided into 1,60,00,000 (One Crore Sixty 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.”

## **2. APPROVAL OF CONTRACT/AGREEMENT FOR RELATED PARTY TRANSACTIONS WITH M/S. AADI CHEMTRADE LIMITED, AN ASSOCIATE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘SEBI Listing Regulations’), applicable provisions of the Companies Act, 2013 (the ‘Act’) read with the Rules made thereunder, Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November 2024 (the ‘SEBI Master Circular’) and other applicable provisions, if any, [including any statutory modification(s) or re-enactment(s) thereof for the time

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being in force], the Company's Policy on Materiality of Related Party Transactions and approval and recommendation by the Audit Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to the Company to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) or any transaction of purchase, sale or supply of goods or services with M/s AadiChemtrade Limited ("ACL"), an Associate Company, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the total value of contract or any transaction of purchase, sale or supply of goods or services with ACL in any financial year should not exceed Rs. 25.00 Crore (Rupees Twenty Five Crore Only) whether entered into individually or in series of transaction(s) taken together with the previous transactions during the Financial Year 2024-25.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Audit Committee be and is hereby authorized to agree, make, accept and finalize such terms and conditions as may be deemed fit from time to time and execute all such agreement(s), document(s), instrument(s) and writing(s) and do all such act(s), deed(s), matter(s) and thing(s) as may be required or deemed fit, necessary, expedient or desirable, to delegate all or any of its powers herein conferred to give effect to the aforesaid resolution to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company and to settle any question, or doubt that may arise in relation thereto, without being required to seek any further consent or approval of the Members to this end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution..

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution."

**By order of the Board of Directors  
SAMYAK INTERNATIONAL LIMITED**

**Nancy Jain  
Company Secretary  
Membership No.: A39736**

**Place:** Indore

**Dated:** 11<sup>th</sup> December, 2024

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**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.
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, 13<sup>th</sup> December, 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](http://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](http://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](mailto: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 theremote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid businessreply 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 Sunday, 22<sup>nd</sup> December, 2024, and ends at 5.00 P.M. (IST) on Monday, 20<sup>th</sup> January, 2025**.The remote e-voting shall not be allowed beyond the said date 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 bepassed on**Monday, 20<sup>th</sup> January, 2025** i.e. the last date specified for receipt of votes through remote e-voting as if they have been passed at a General Meeting of the Members.

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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 **Wednesday, 11<sup>th</sup> December, 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 **Wednesday, 22<sup>nd</sup> January, 2025**.
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](http://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 Mrs. Nancy Jain, Company Secretary of the Company as the person responsible for the entire voting process.  
  
Members may contact Mrs. Nancy Jain, Company Secretary, for any grievances connected with electronic means at [samyakinternationaltd@gmail.com](mailto:samyakinternationaltd@gmail.com), Tel.: +91-7471111765.
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 Sunday, 22<sup>nd</sup> December, 2024, and ends at 5.00 P.M. (IST) on Monday, 20<sup>th</sup> January, 2025**. 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

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thereafter. The Shareholders as on the **cut-off date, i.e. Friday, 13<sup>th</sup> December, 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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

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	<p>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 &amp; 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.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; 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>
<p><b>Individual Shareholders holding securities in demat mode with NSDL Depository</b></p>	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing</p>

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	<p>the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></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. 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 &amp; voting during the meeting.</p>

**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

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**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 [www.evotingindia.com](http://www.evotingindia.com).
- 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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10digit 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 Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  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

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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 e-voting 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.
- (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](http://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](mailto: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 mandatory to 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

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[ajitjain84@gmail.com](mailto:ajitjain84@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:samyakinternationalltd@gmail.com) or [info@adroitcorporate.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800225533.

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

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**ANNEXURE TO THE NOTICE**

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

**ITEM NO. 01**

Presently, 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 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. 16,00,00,000 (Rupees Sixteen Crore Only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each, by creation of additional 10,00,000 (Ten Lakh) Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each aggregating to Rs. 1,00,00,000 (Rupees One 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. 1 for the approval of the members of the Company by way of as 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.

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## **ITEM NO. 02**

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower

The Company, in ordinary course of its business, regularly enters into transactions with related parties including those mentioned in the Notice. On the basis of the same, the Company proposes to seek shareholders' approval for the said transactions by way of an Ordinary Resolution under Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to enable the Company to enter into Related Party Transactions and make material modifications thereto as may be required from time to time. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of a thorough scrutiny of relevant details provided by the Management, as required by the law, at its Meeting held on 11<sup>th</sup> December, 2024, reviewed and approved the said transaction(s), and recommended the same to the Board of Directors, subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company. The Board therefore seeks approval of the Shareholders for the said transactions.

The SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November 2024 ("SEBI Master Circular") provides that the shareholders' omnibus approval for material related party transactions given at an Annual General Meeting remains valid up to the date of the next Annual General Meeting for a period not exceeding fifteen months. This facilitates listed entities to align their processes to conduct Annual General Meetings and obtain omnibus shareholders' approval for material related party transactions. Further, the SEBI Master Circular also provides that if shareholders' omnibus approvals for material RPTs, obtained from shareholders in general meetings other than Annual General Meetings, the validity of such omnibus approvals shall not exceed one year. The Company hereby seeks approval of members by this postal ballot

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for entering into and/or continuing with arrangements/contracts/agreements/transactions with ACL whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of arrangements/contracts/ agreements/transactions or as fresh and independent transaction(s) or otherwise from the date of passing of this resolution up to the date of next Annual General Meeting to be held in the year 2025.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (“SEBI Master Circular”) are set forth below:

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity including nature of its concern or interest (financial or otherwise)	Aadi Chemtrade Limited (“ACL”) ACL is an associate Company of Samyak International Limited (“SIL”) SIL holds 35.62% Equity Shares in ACL.  Mr. Sunit Jain, Mrs. Sunita Jain, Mr. Atul Jain and Mrs. Anita Jain, Directors of ACL are also part of the Promoters/Promoter Group of Samyak International Limited. Further Mr. Sunit Jain Promoter & Director of ACL is also the Managing Director in SIL.
2.	Type, tenure, material terms and particulars	<i>Purchase and Sale of Goods and Services.</i>  Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).  Approval of the shareholders is being sought for entering into an agreement for transaction of purchase and sale of Goods and Services of the Company during 2024-25 and shall be valid up to the date of next AGM to be held in the Year 2025.
3.	Value of the transaction	Rs. 25.00 Crore (Rupees Twenty Five Crore Only)

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4.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Approximately 66%.
5.	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary: (i) details of the source of funds in connection with the proposed transaction; (ii) where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; (iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable
6.	Justification as to why the RPT is in the interest of the listed entity	The RPTs are / will be on arm's length basis and in the ordinary course of business, based on considerations of various business exigencies, such as synergy in operations, expertise and resources of SIL and the Company's long term strategy. The Audit Committee and the Board of Directors are of the view that the RPTs shall be in the best interest SIL as the Business of ACL is in line with the business of the SIL.
7.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
8.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

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Accordingly, the Audit Committee having considered the above & recommended the transactions to be approved as contained in Item No. 2 of the Notice by way of an ordinary resolution.

Mr. Sunit Jain being Managing Directors of the Company and Mr. Shantilal Jain & Mrs. Neha Jain being relative of Mr. Sunit Jain, may be deemed to be interested or concerned in passing of the resolution to the extent of their directorship/ Shareholding in ACL.

Except the above, none of the directors, key managerial personnel of the Company or their relatives are, directly or indirectly concerned or interested, financially or otherwise in this resolution, except to the extent of their respective shareholding, if any, in the Company.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 2.

**By order of the Board of Directors  
SAMYAK INTERNATIONAL LIMITED**

**Nancy Jain  
Company Secretary  
Membership No.: A39736**

**Place:** Indore

**Dated:** 11<sup>th</sup> December, 2024

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