



August 29, 2024

To,

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

BSE Scrip Code: 530025

Dear Sir/Madam,

Subject: Update on Submission of Notice of Thirtieth Annual General Meeting (30th AGM) of the Company.

In reference to our submission of notice of 30th Annual General Meeting on August 29, 2024, please note that in the previous submission of Notice of 30th Annual General Meeting of the Company to the exchange, the “cut off date” wrongly mentioned 13th September, 2024 in the notice which is **14th September, 2024.**

The Cut-off date for ascertaining shareholders who will be entitled to participate in the AGM through remote e-voting/voting at the venue of the meeting is **14th September, 2024.**

The correct copy of Notice of 30th Annual General Meeting is attached.

The notice of 30th Annual General Meeting, sent to all shareholders, already mentioned correct “Cut-off date i.e. 14th September, 2024.

You are requested to take the same on your records.

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, 2nd floor, A wing, Millionaire Heritage, SV Road, Nr Station, Andheri(w) B/H Andheri Market Mumbai MH 400058
Email: samyakinternationaltd@gmail.com, **Website:** <https://samyakinternational.in>



August 29, 2024

To,

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

BSE Scrip Code: 530025

Dear Sir/Madam,

Subject: Submission of Notice of Thirtieth Annual General Meeting (30th AGM) of the Company.

This is with reference to our prior intimation dated August 29, 2024, that the 30th Annual General Meeting of the Company will be held on **Saturday, the 21st September, 2024 at 05:00 P.M. IST** through **Video Conferencing (VC) or other Audio-Visual Means (OAVM)** in accordance with the relevant circulars/notifications issued by the Ministry of Corporate Affairs and Securities & Exchange Board of India.

In continuation of the above, we enclose herewith Notice of the 30th Annual General Meeting of the Company. The same is also hosted on Company's website at <https://samyakinternational.in>.

The details regarding the remote e-voting facility is provided below:

Sr. No.	Particulars	Day, Date & Time
1.	Cut-off date for ascertaining shareholders who will be entitled to participate in the AGM through remote e-voting/voting at the venue of the meeting.	Saturday, 14 th September, 2024
2.	Commencement of remote e-voting during which members may cast their vote.	From Wednesday, 18 th September, 2024 at 9.00 A.M To Friday, 20 th September, 2024 at 5.00 P.M.

CIN: L67120MH1994PLC225907

Corporate Office: N-38 Saket Nagar Indore MP 452001 IN Ph.: +91-731-4218481
Regd. Office: 203-B, 2nd floor, A wing, Millionaire Heritage, SV Road, Nr Station, Andheri(w) B/H Andheri Market Mumbai MH 400058
Email: samyakinternationaltd@gmail.com, **Website:** <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

Copy to:

To National Securities Depository Limited 4 th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel Mumbai- 400013	To Central Depository Services (India) Limited 16 th Floor, P.J. Towers, Dalal Street, Fort, Mumbai-400001	To Adroit Corporate Services Private Limited 18-20, 1 st floor, Plot No. 639 Makhwana Road, Marol, Andheri (East), Mumbai - 400059
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NOTICE OF 30TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th Annual General Meeting of the members of **SAMYAK INTERNATIONAL LIMITED** (“*the Company*”) will be held on Saturday, the 21st September, 2024 at 05:00 p.m. IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESSES:

1. To Receive, Consider and Adopt:

a) The Audited Standalone Financial Statements of the Company consisting of the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the said documents together with the reports of the Board of Directors and the Auditors report thereon;

To consider and if thought fit, to pass, the following resolutions as an Ordinary Resolutions:

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company consisting of the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the said documents together with the reports of the Board of Directors and the Auditors report, as circulated to the Members, be and are hereby considered and adopted.”

b) The Audited Consolidated Financial Statements of the Company consisting of the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the said documents together with the Auditors' Report thereon;

To consider and if thought fit, to pass, the following resolutions as an Ordinary Resolutions:

“**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company consisting of the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the said documents together with the reports of the Auditors, as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint a director in place of Mrs. Neha Jain (DIN: 07493030) who retires by rotation and being eligible offers herself for re-appointment.

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

“**RESOLVED THAT** Mrs. Neha Jain (DIN: 07493030) who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and as per the Company’s Articles of Association be and is hereby re-appointed as the Director of the Company.

3. To Appoint Statutory Auditors of the Company and fix their remuneration and in this regard;

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and based on the recommendations of the Audit Committee and Board of Directors of the Company, M/s ASHOK KHASGIWALA& CO. LLP, Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI) vide registration number 000743C/C400037, be and are hereby appointed as Statutory Auditors of the Company for a first term of 5 (five) consecutive years from the conclusion of this 30th Annual General Meeting of the Company till the conclusion of the 35th Annual General Meeting on such remuneration plus service tax, out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby severally authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

SPECIAL BUSINESSES:

4. TO INCREASE IN THRESHOLD OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, consent of the members of the Company be and is hereby accorded to 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 its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors and / or Key Managerial Personnel (KMP) of the Company be and are hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.”

5. ISSUANCE OF EQUITY SHARES BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS TO THE PERSON BELONGING TO THE PROMOTER AND NON-PROMOTER CATEGORY:

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

“RESOLVED THAT pursuant to the provisions of Section 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the “Act”), the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Foreign Exchange Management Act, 1999, the Reserve Bank of India and rules and regulations framed there under as amended, the Securities and Exchange Board of India (“SEBI”), including the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) as in force the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the “SEBI (ICDR) Regulations”) to the extent applicable and approvals including from the BSE Limited (the “Stock Exchange”) and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case maybe) by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot on a preferential basis up to 17,50,000 (Seventeen Lakh Fifty Thousand) fully paid up equity shares (“Equity Shares”) of face value of Rs.10/- (Rupees Ten only) each at an issue price of Rs. 50/- (Rupees Fifty only) including a premium of Rs. 40/- (Rupees Forty only) each, which is a price higher than the minimum price determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, aggregating upto Rs. 8,75,00,000/- (Rupees Eight Crore Seventy Five Lakh Only) (“Preferential Issue”), to the persons mentioned herein below (collectively referred to as “Proposed Allottees”) as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members in the manner provided hereunder:

S. NO.	NAME OF PROPOSED ALLOTTEE	CATEGORY OF THE PROPOSED ALLOTTEE	NO. OF SHARES TO BE ALLOTTED	CONSIDERATION (AMOUNT IN RS.)
1.	SUNIT JAIN	PROMOTER	3,50,000	1,75,00,000
2.	NEHA JAIN	PROMOTER	3,50,000	1,75,00,000
3.	SAMYAK JAIN	PROMOTER	4,00,000	2,00,00,000
4.	RANJANA SURYA	NON-PROMOTER/ OTHER	2,00,000	1,00,00,000
5.	VIJAY PUNGLIYA	NON-PROMOTER/ OTHER	1,50,000	75,00,000
6.	HARISHANKAR KHANDELWAL	NON-PROMOTER/ OTHER	1,50,000	75,00,000
7.	MANJU KHANDELWAL	NON-PROMOTER/ OTHER	1,50,000	75,00,000

RESOLVED FURTHER THAT the “*Relevant Date*” for the issue and allotment of the equity shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, 2018 for determination of minimum price for the issue of said equity shares is **Thursday, August 22, 2024**, being 30 days prior to date on which the resolution is deemed to be passed i.e., the date of Annual General Meeting (September 21, 2024).

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- a) The equity shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within period of **15 (fifteen) days** from the date of passing of this Special Resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission;
- b) The equity shares to be offered, issued and allotted shall rank *pari-passu* with the existing equity shares of the Company in all respects including the payment of dividend, if any and voting rights;
- c) The equity shares to be offered, issued and allotted shall be subject to **lock-in** as provided under the applicable provisions of SEBI (ICDR) Regulations, 2018, and applicable laws, as amended from time to time;
- d) The **pre-preferential allotment** shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 and applicable laws, as amended from time to time;
- e) The equity shares so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under;
- f) The equity shares so offered, issued and allotted will be listed on **BSE Limited** where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- g) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove;
- h) The Allottees shall be required to bring in 100% of the consideration for the relevant Subscription Shares on or before the Date of Allotment thereof.
- i) The consideration for allotment of the relevant Subscription Shares shall be paid to the Company from the bank account of Allottees, respectively.
- j) The price determined above and number of equity shares to be allotted shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;

- k) The issue of equity shares so allotted shall be governed by the regulations and guidelines issued by the SEBI or any other statutory authority as the case may be or any modification thereof;
- l) Other terms and conditions, if any, as may be prescribed and applicable relating to the SEBI (ICDR) Regulations, SEBI (LODR) Regulations, SEBI (PIT) Regulations, and SEBI (SAST) Regulations.

RESOLVED FURTHER THAT subject to the approvals required under applicable laws, consent of the members be and is hereby accorded to the Board to record the name and details of the Proposed Allottees in Form PAS-5 and issue an offer cum application letter in Form PAS-4, or such other form as prescribed under the Act and SEBI (ICDR) Regulations, 2018 containing the terms and conditions (“Offer Document”) to the Proposed Allottee inviting them to subscribe to the Subscription Shares after passing and filing this special resolution to concerned Registrar of Companies and after receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e., BSE Limited, in accordance with the provisions of the Act and applicable law and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Companies Act 2013 and the SEBI (ICDR) Regulations, 2018 without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or Whole Time Director/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution 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.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the SEBI (ICDR) Regulations, 2018.”

RESOLVED FURTHER THAT the monies received by the Company from the proposed allottees for application of the equity shares pursuant to this Preferential Issue shall be kept by the Company in a separate bank account in accordance with Section 42 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion

consider necessary, desirable or expedient including application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

BY ORDER OF THE BOARD OF DIRECTORS OF
SAMYAK INTERNATIONAL LIMITED

Place: Indore
Dated: August 26, 2024

NANCY JAIN
Company Secretary & Compliance Officer
(ACS-39736)

NOTES:

1) The Ministry of Corporate Affairs, Government of India (“MCA”) has vide its circular No. 9/2023 dated 25 September, 2023, read with circulars dated 08th April, 2020, 13th April, 2020, 05th May, 2020, 13th January, 2021, 08th December, 2021 and 28th December, 2022 (collectively referred to as “MCA Circulars”) allowing, inter-alia, conducting of AGMs through Video Conferencing/Other Audio-Visual Means (“VC/ OAVM”) facility on or before September 30, 2024, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated 05th May, 2020. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (“SEBI Circular”) has provided certain relaxations from compliance with certain provisions of the Listing Regulations. In compliance with these Circulars, provisions of the Act and Listing Regulations, the 30th AGM of the Company is being conducted through VC/OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 30th AGM shall be the Registered Office of the Company.

As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice

2) Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

3) The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed and forms part of the Notice.

4) IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULARS, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 30TH AGM OF THE COMPANY (*THE “NOTICE”*).

However, in pursuance of Section 113 of the Act and Rules framed thereunder, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (*i.e., other than individuals, HUF, NRI, etc.*) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at ajitjain84@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com

5) Register of Members and Share Transfer Books of the Company will remain closed from 07.09.2024 to 21.09.2024 (both days inclusive) for the purpose of 30th Annual General Meeting.

6) Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Meeting are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

7) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said forms can be downloaded from Company’s website.

8) SEBI has mandated that securities of listed companies can be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form, for ease in portfolio management.

9) SEBI, vide its circular dated 3 November, 2021 (subsequently amended by circulars dated 14 December, 2021, 16 March, 2023 and 17 November, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from 1 April, 2024, only upon furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

Further, relevant FAQs published by SEBI on its website can be viewed at the following link : https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf.

10) Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their Depository Participant (“DP”) in case of holding in dematerialised form or to Company’s Registrar and Share Transfer Agents through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at Company’s website in case of holdings in physical form.

11) As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company’s website. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.

Also As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH- 13 with Registrar and Share Transfer Agents or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in

dematerialised form, the nomination form may be filed with the respective DP. For relevant forms, please visit the Company's website.

12) We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, to receive copies of the Annual Report 2023-24 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend.

13) Mode of submission of form(s) and documents

a) Submitting Hard copy through Post/Courier etc.

Members can forward the hard copies of duly filled-in and signed form(s) along with self-attested and dated copies of relevant documentary proofs as mentioned in the respective forms, to the following address:

Registrar & Share Transfer Agent

Adroit Corporate Services Private Limited

Registered Office: 18-20, 1st floor, Plot No. 639, Makhwana Road, Marol, Andheri (East),
Mumbai-400 059

Contact No.: +91-22-4227 0400;

Email Id: info@adroitcorporate.com

a. Through Electronic Mode with e-sign

In case members have registered their email address, they may send the scan soft copies of the form(s) along with the relevant documents, duly e-signed, from their registered email address to :

info@adroitcorporate.com.

b. Submitting Hard copy at the office of the RTA

The form(s) along-with copies of necessary documents can be submitted by the securities holder (s) / claimant (s) in person at RTA's office. For this, the securities holder/claimant should carry Original Documents against which copies thereof shall be verified by the authorised person of the RTA and copy(ies) of such documents with IPV (In Person Verification) stamping with date and initials shall be retained for processing.

b) Mandatory Self-attestation of the documents

Please note that, each page of the documents that are submitted in hard copy must be self-attested by the holder (s). In case the documents are submitted in electronic mode then the same should be furnished with e-sign of scan copies of the documents unless otherwise prescribed in the Companies Act, 2013 or the Rules issued thereunder or in SEBI Regulations or Circulars issued thereunder.

14) In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

15) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least 10 days before the meeting through email on samyakinternationaltd@gmail.com. The same will be replied by the Company suitably.

16) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

17) All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to samyakinternationaltd@gmail.com.

18) In accordance with the aforesaid MCA Circulars and the SEBI Circulars, the Notice of the AGM along with the Annual Report of the Company for the financial year ended March 31, 2024, is being sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), or the Depository Participant(s). The Notice and the Annual Report for the financial year ended March 31, 2024 shall be available on the websites of the Company viz., <https://samyakinternational.in> and of the Stock Exchange where Equity Shares of the Company are listed. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

19) Since the AGM will be held through VC or OAVM, **no Route Map is being provided with the Notice.**

20) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

21) Voting through electronic means (E-Voting) and E-Voting during the AGM

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

(I) THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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

- i. The voting period begins **Wednesday, 18th September, 2024 at 09:00 AM.** to **Friday, 20th September, 2024 at 05.00 PM.** During this period shareholders of the Company, holding shares either in physical form or in Dematerialized form, as on **14th September, 2024** i.e. cut-off date (record date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, 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.

iv. 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings 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.	<p>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and clicks on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin.</p> <p>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 e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 2244 30

A

Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

a) Login method for e-voting and joining virtual meetings 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.
2. Click on “Shareholders” module.
3. Now Enter your User ID :
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted earlier in voting of any Company, then your existing password is to be used.
6. If you are a first time user, follow the steps given below:

For Physical Shareholders and other than individual shareholders holding shares in Demat.	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA and send an email to the Company to obtain a sequence number for such login, if not available.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (<i>in dd/mm/yyyy format</i>) as recorded in your Demat account or in the company records in order to login.</p> <p>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.</p>

- 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, members holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e- voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii. Click on the EVSN for “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 out 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/POS, if any uploaded, which will be made available to scrutinizer for verification.
- xvi. Additional Facility for Non-Individual Shareholders & Custodians – For Remote Voting only -
- Non-Individual shareholders (i.e. Other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves in the “Corporate” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be de-link 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 favor 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 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 and to the Company at the email address viz; samyakinternationaltd@gmail.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(II) 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’s email id at samyakinternationaltd@gmail.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 Participants (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

(III) INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed

after successful login as per the instructions mentioned above for e-voting.

- iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. 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.
- vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id. These queries will be replied to by the company suitably by email.
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- x. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- xi. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

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, 25th Floor, Marathon Futurex,
Mafatlal Mill Compounds, N M Joshi Marg,
Lower Parel (East), Mumbai – 400013**

Or

Send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

22) GENERAL INFORMATION FOR SHAREHOLDERS:

- Shareholders can update their mobile numbers and e-mail IDs (which may be used for sending future communication(s)) by writing to Company's RTA.
- Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. **14th September, 2024** may obtain the login ID and password by sending an email to samyakinternationaltd@gmail.com or

Company's RTA email ID or helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP ID and Client ID No.

- **Mr. Ajit Jain** Practicing Company Secretary (CP No. 2876) has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign the same.
- Based on the Scrutinizer's Report, the Company will submit within 2 (two) working days of the conclusion of the AGM to the Stock Exchange, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.
- The Results declared along with the Scrutinizer's Report shall be placed on the Company's website immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchange.

BY ORDER OF THE BOARD OF DIRECTORS OF
SAMYAK INTERNATIONAL LIMITED

Place: Indore
Dated: August 26, 2024

NANCY JAIN
Company Secretary & Compliance Officer
(ACS-39736)

ANNEXURE TO THE NOTICE

(Explanatory Statement as required under Section 102 of the Companies Act, 2013)

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the same is strictly not required as per Section 102 of the Companies Act, 2013.

ITEM NO. 3

M/s. S. N. Kabra & Co., Chartered Accountants having registration number 03439C, had been re-appointed as statutory auditor of the company in the 29th Annual General Meeting held for financial year 2022-23 on 30th September, 2023, however the statutory auditor vide its letter dated 12.06.2024, expressed their unwillingness to continue as the Statutory Auditors of the Company from the conclusion of ensuing annual general as their firm was not peer reviewed for auditing the financial results of the Company, as per requirement of the Companies act, 2013 (“the Act”) and SEBI (Listing obligations and disclosure requirements) Regulations, 2015. The Board of Directors of the Company at their meeting held on 13.06.2024 has taken note of same.

The Board of Directors of the Company at their meeting held on 10.07.2024, based on recommendation of the Audit Committee, have proposed the appointment of M/s. ASHOK KHASGIWALA & CO. LLP, Chartered Accountants (Firm Registration No. 000743C/C400037), as the Statutory Auditors of the Company to the Members at the 30th Annual General Meeting of the Company for a First term of 5 consecutive year till the conclusion of 35th Annual General Meeting of the Company of the Company to be held in the year 2029.

M/s ASHOK KHASGIWALA & CO. LLP, Chartered Accountants (Firm Registration No. 000743C/C400037) has proven track record of successful execution of assignments of various reputed companies in India. They have vast experience in statutory audit, internal audit of manufacturing companies.

M/s ASHOK KHASGIWALA & CO. LLP, Chartered Accountants, have consented to their appointment as statutory auditors and have confirmed that that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder. They have also confirmed that they hold a valid certificate as required under the provisions of Regulation 33 of the Listing Regulations.

Based on the recommendations of the Audit Committee and the Board of Directors of the Company, it is proposed to appoint M/s ASHOK KHASGIWALA & CO. LLP, Chartered Accountants (Firm Registration No. 000743C/C400037) as the Statutory Auditor of the Company for a First term of five consecutive years i.e. from the conclusion of 30th Annual General Meeting till the conclusion of 35th Annual General Meeting of the Company of the Company to be held in the year 2029.

Besides the audit services, the Company would also obtain certification from the statutory auditors under various statutory regulation and certification required by clients, banks, statutory auto rites, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the audit committee.

The Board of directors, in consultation with the audit committee, may alter and vary their terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors.

The Board recommends the Ordinary Resolution at **Item No. 3** for approval of the members.

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

ITEM NO. 4

The Board of Directors of the Company has been reviewing various strategic business opportunities to increase the product line and also diversify its product range to grow rapidly utilizing the present business opportunities. As part of this the Company is considering various options either to acquire or invest in the businesses which would improve the Company's product portfolio and also venture to into new product-line. Further, in order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives while considering the increasing business operations and future growth plans of the Company, the Board of Directors of the Company proposes to make use of the funds by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting. In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 200 Crores (Rupees Two Hundred Crores Only), as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 4 for approval by the members of the Company as an Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 5:

The Board of Directors at its meeting held on August 26, 2024, had, subject to the approval of the Members and such other approvals as may be required, decided/ approved the proposal for raising of fund by issuance of Equity Shares up to 17,50,000 (Seventeen Lakh Fifty Thousand) Equity Shares at a price of Rs. 50/- (Indian Rupees Fifty Only) each aggregating upto Rs. 8,75,00,000/- (Rupees Eight Crore Seventy Five Lakh Only), to the proposed allottees, for cash consideration, by way of a preferential issue on a private placement basis to the promoters and Non promoters/other persons.

The proposed issue of capital is subject to the applicable regulations issued by SEBI and any other government / regulatory approvals, consent, permission as may be required in this regard. Pursuant to Section 62 of the Companies Act, 2023 and the listing requirements of the Stock Exchange, whenever it is proposed to increase the subscribed capital of a company by a further issue of shares, such shares need to be offered to the existing Members in the manner prescribed in the said section and the listing requirements unless the Members decide otherwise by way of a special resolution.

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to Specified Investors (collectively called the "Investors").

List of specified investors to which the Equity Shares to be offered is provided here under:

S. NO.	NAME OF PROPOSED ALLOTTEE	CATEGORY OF THE PROPOSED ALLOTTEE	NO. OF SHARES TO BE ALLOTTED	CONSIDERATION (AMOUNT IN RS.)
1.	SUNIT JAIN	PROMOTER	3,50,000	1,75,00,000
2.	NEHA JAIN	PROMOTER	3,50,000	1,75,00,000
3.	SAMYAK JAIN	PROMOTER	4,00,000	2,00,00,000
4.	RANJANA SURYA	NON-PROMOTER/ OTHER	2,00,000	1,00,00,000
5.	VIJAY PUNGLIYA	NON-PROMOTER/ OTHER	1,50,000	75,00,000
6.	HARISHANKAR KHANDELWAL	NON-PROMOTER/ OTHER	1,50,000	75,00,000
7.	MANJU KHANDELWAL	NON-PROMOTER/ OTHER	1,50,000	75,00,000

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
3. The Company has obtained the Permanent Account Numbers of the proposed allottees.
4. The Proposed Allottees have represented and declared to the Company that they have not sold nor transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.

In terms of Section 102 of the Act, this Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of Equity Shares are as under:

1) Particulars of the Preferential Issue including date of passing of board resolution, material terms of issue of securities:

The Board of Directors at its meeting held on August 26, 2024, had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of Equity Shares up to 17,50,000 (Seventeen Lakh Fifty Thousand) Equity Shares at a price of Rs. 50/- (Indian Rupees Fifty Only) each aggregating upto Rs. 8,75,00,000/- (Rupees Eight Crore Seventy Five Lakh Only), to the proposed allottees, for cash consideration, by way of preferential issue on a private placement basis to promoters and Non promoters/ other persons.

The equity shares to be offered, issued and allotted shall rank pari-passu with the existing equity shares of the Company in all respects including the payment of dividend, if any and voting rights.

2) Kinds of securities offered, maximum number of specified securities to be issued:

It is proposed to issue and allot upto 17,50,000 (Seventeen Lakh Fifty Thousand) fully paid up equity shares ("Equity Shares") of face value of Rs.10/- (Rupees Ten only) each at an issue price of Rs. 50/- (Rupees Fifty only) including a

premium of Rs. 40/- (Rupees Forty only) each aggregating upto Rs. 8,75,00,000/- (Rupees Eight Crore Seventy Five Lakh Only), by way of preferential issue on a private placement basis to promoters and Non promoters/other persons.

3) Purpose or Objects of the Preferential Issue:

The Company intends to utilize the proceeds raised through the Preferential Issue to invest funds in associate and subsidiary company for expansion, repayment of unsecured loan and general corporate purposes. However, the funds to be used for general corporate purposes shall not exceed 25% (twenty-five percent) of the funds to be raised through this preferential issue.

Proposed utilization of Fund towards the object of the issue is as under:

S. No.	Purpose/ object	Amount (In Rs.)	Duration of utilization
1.	To invest fund in associate and subsidiary Company in such a manner and proportion as may be decided by the Board of Directors from time to time	Upto Rs. 4,25,00,000/-	Within 18 months
2.	To repayment of unsecured loan	Upto Rs. 3,50,00,000/-	Within 18 months
3.	General Corporate Purpose	Upto Rs. 1,00,00,000/-	Within 18 months

Accordingly, the entire proceeds of preferential issue shall be utilized by the Board in furtherance of above objective(s) only. However, in terms of the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same 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 Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

The Board is expected to utilize the proceeds within 18 (Eighteen) months from the date of allotment. Till such a time the issue proceeds are fully utilized, the un-utilized funds shall remain in a bank account in a scheduled bank.

4) Monitoring of Utilization of Funds:

Since the issue size is less than the ₹ 100.00 Crore, appointment of the monitoring agency is not applicable in terms of Regulation 162A of the SEBI (ICDR) Regulations.

5) Relevant date with reference to which the price has been arrived at:

The Relevant date as per the ICDR Regulations for the determination of the price per Equity Share pursuant to the preferential allotment is **August 22, 2024**, ("Relevant Date") (i.e. 30 days prior to the date of proposed Annual General Meeting which is September 21, 2024) to approve the proposed preferential issue.

6) The Price or price band at/ within which the allotment is proposed:

The equity shares are proposed to be issued at an issue price of Rs. 50/- (Rs. Fifty only) per equity share being a price more than the minimum floor price Rs. 48.04 (Rs. Forty Eight and Four Paise) as determined as on the Relevant date in accordance with the Regulation 164 of the SEBI (ICDR) Regulations, 2018 and other applicable laws.

7) Basis on which the price has been arrived at and justification for the price (including premium, if any) along with Name and address of valuer:

The Equity Shares of the Company is listed on BSE Limited ("BSE") the shares were frequently traded on and the trading volume of Equity Shares of the Company was higher on BSE during the preceding 10 trading days prior to the Relevant Date for computation of issue price.

In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which Equity shares shall be allotted shall not be less than higher of the following:

a.the 90 (Ninety) trading days' volume weighted average price of the Equity Shares of the Company quoted on the Stock Exchange, preceding the Relevant Date per Equity Share is as follows:-

BSE Limited	Rs. 33.80
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b.the 10 (Ten) trading days' volume weighted average price of the Equity Shares of the Company quoted on the Stock Exchange, preceding the Relevant Date per Equity Share is as follows:-

BSE Limited	Rs. 48.04
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Accordingly, as per the Regulation 164 of SEBI (ICDR), Regulations, 2015 minimum price per share calculated is Rs. 48.04/- (Rupees Forty Eight and Four Paise only) on preceding the relevant date and the price per equity shares to be issued is fixed at Rs. 50.00 /- (Rupees Fifteen Only) which shall be higher than the price as computed under Regulation 164 of SEBI (ICDR) Regulations, 2018.

The equity shares of the Company have been listed only on the BSE Limited.

Considering that the allotment through this preferential issue shall be more than 5% (five percent) of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the price of Rs.50/- (Rupees Fifty only) of the equity shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 26.08.2024 issued by an independent registered valuer CA Sumit Kumar Malani, Chartered Accountants & Registered Valuer bearing IBBI Membership Number- IBBI/RV/06/2019/11955 having office at 103 Ashwina Building Amrut Kalash Society , Sahu Colony Lane Number 9 , Karve Nagar , Pune , Maharashtra – 411052, in accordance with Regulation 166A of the ICDR Regulations ("Valuation Report"). As per the Valuation Report, floor price is Rs. 48.04/- per share. The Valuation Report is made available for inspection by the members on the Company's website under the weblink <https://drive.google.com/file/d/14yXYio14txRs3xcel1hPEDYq7x-tvDIL/view>.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

8) Requirement as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized Stock Exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(2), 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

However, the Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution as per the provision of the SEBI (ICDR) Regulations, 2018 where it is required to do so.

The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

9) Amount which the Company intends to raise by way of such securities/ size of the issue:

The proposed issue size is Rs. 8,75,00,000/- (Rupees Eight Crore Seventy Five Lakh Only).

10) Principal terms of assets charged as securities:

Not applicable

11) The Class or Classes of persons to whom the allotment is proposed to be made:

The preferential issue of equity shares, if approved, is proposed to be made to the proposed allottees as described below:

S. NO.	NAME OF PROPOSED ALLOTTEE	CATEGORY OF THE PROPOSED ALLOTTEE	NO. OF SHARES TO BE ALLOTTED	CONSIDERATION (AMOUNT IN RS.)
1.	SUNIT JAIN	PROMOTER	3,50,000	1,75,00,000
2.	NEHA JAIN	PROMOTER	3,50,000	1,75,00,000
3.	SAMYAK JAIN	PROMOTER	4,00,000	2,00,00,000

4.	RANJANA SURYA	NON-PROMOTER/ OTHER	2,00,000	1,00,00,000
5.	VIJAY PUNGLIYA	NON-PROMOTER/ OTHER	1,50,000	75,00,000
6.	HARISHANKAR KHANDELWAL	NON-PROMOTER/ OTHER	1,50,000	75,00,000
7.	MANJU KHANDELWAL	NON-PROMOTER/ OTHER	1,50,000	75,00,000

12) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects:

Mr. Sunit Jain (Promoter and Chairman & Managing Director), Mrs. Neha Jain (Promoter and Director and CFO) and Mr. Samyak Jain (Promoter) intend to subscribe to the Equity Shares on Preferential basis proposed to be issued by the Company. They indicated their intention to subscribe to the Equity Shares on Preferential basis.

The proposed allotment of equity shares is to be made to the proposed allottees as described below:

S. NO.	NAME OF PROPOSED ALLOTTEE	CATEGORY OF THE PROPOSED ALLOTTEE	NO. OF SHARES TO BE ALLOTTED	CONSIDERATION (AMOUNT IN RS.)
1.	SUNIT JAIN	PROMOTER AND CHAIRMAN & MANAGING DIRECTOR	3,50,000	1,75,00,000
2.	NEHA JAIN	PROMOTER AND DIRECTOR & CFO	3,50,000	1,75,00,000
3.	SAMYAK JAIN	PROMOTER	4,00,000	2,00,00,000
4.	RANJANA SURYA	NON-PROMOTER/ OTHER	2,00,000	1,00,00,000
5.	VIJAY PUNGLIYA	NON-PROMOTER/ OTHER	1,50,000	75,00,000
6.	HARISHANKAR KHANDELWAL	NON-PROMOTER/ OTHER	1,50,000	75,00,000
7.	MANJU KHANDELWAL	NON-PROMOTER/ OTHER	1,50,000	75,00,000

Apart from them no other Promoter & Promoter Group / Directors / CFO/ Company Secretary/Key Managerial Personnel and senior management of the Company intend to subscribe to the equity shares under the Preferential Issue.

13) Timeframe within which the allotment shall be completed:

As required under the SEBI (ICDR) Regulations, 2018 the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of Special Resolution by the Members granting consent for issue and allotment of the Equity Shares, and in the event the allotment of the Equity Shares requires any approval(s) from any regulatory authority, within 15 (fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI or other regulatory authority, as the case may be.

14) Whether the preferential offer of shares is made for non-cash consideration:

No. Preferential offer of shares has been made for cash consideration.

15) Shareholding pattern of the issuer before and after the preferential issue:

		Before		After	
		No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
A	Promoters Holding				
A-1	Indian Promoters				
	1. Individual/HUF**	8,13,378	13.02	19,13,378	23.93
	2. Body Corporate	0	0	0	0
A-2	Foreign Promoters	0	0.00	0	0.00
	Sub Total (A)	8,13,378	13.02	19,13,378	23.93
B-1	Public Shareholding				
	Institutional Investors	0	0.00	0	0.00
	Mutual Funds	0	0.00	0	0.00
	Venture Capital Funds	0	0.00	0	0.00
	Alternate Investment Funds	0	0.00	0	0.00
	Foreign Venture Capital Investor	0	0.00	0	0.00
	Foreign Portfolio Investor	0	0.00	0	0.00
	Financial Institutions/ Banks	0	0.00	0	0.00
	Insurance Companies	0	0.00	0	0.00
	Provident Funds/ Pension Funds	0	0.00	0	0.00
	Any Other	0	0.00	0	0.00
	Sub Total (B-1)	0	0.00	0	0.00
B-2	Central Government/Statement Government(s)/ President of India	0	0.00	0	0.00
	Sub Total (B-2)	0	0.00	0	0.00
B-3	Non-Institutions				
a)	i. Individual Shareholder holding nominal share capital up to Rs. 2.00 Lakhs	17,91,414	28.68	17,91,414	22.40
	ii. Individual Shareholder holding nominal share capital in excess of Rs. 2.00 Lakhs	31,18,699	49.92	37,68,699	47.13
b)	NBFCs registered with RBI	0	0.00	0	0.00
c)	Employee Trust	0	0.00	0	0.00
d)	Overseas Depositories	0	0.00	0	0.00
e)	Any Other	0	0.00	0	0.00
	Trusts	0	0.00	0	0.00
	Relative of Promoter	0	0.00	0	0.00
	Hindu Undivided Family	0	0.00	0	0.00
	Clearing Members	0	0.00	0	0.00
	Non-Resident Indian	68,974	1.10	68,974	0.86
	Key Managerial Personnel	0	0.00	0	0.00
	Bodies Corporate	2,35,320	3.77	2,35,320	2.94
	IEPF	0	0.00	0	0.00
	Others	2,19,415	3.51	2,19,415	2.74
	Sub Total (B-3)	54,33,822	86.98	60,83,822	76.07
	Total Public Shareholding	54,33,822	86.98	60,83,822	76.07

	(B)= (B1+B2+B3)				
C	Non Promoter-Non Public Shareholders				
1.	Custodian/DR Holder	0	0.00	0	0.00
2.	Employee Benefit Trustee (Under SEBI (Share Based Employee Benefits) Regulations, 2014.	0	0.00	0	0.00
	Total Non-Promoter-Non Public Shareholder (C=C1+C2)	0	0.00	0	0.00
	Grand Total (A+B+C)	62,47,200	100.00	79,97,200	100.00

(#) Pre - Issue Shareholding Pattern as on 16th August, 2024.

(*) The post issue paid-up capital is arrived after considering all the preferential allotment, proposed to be made under this notice and on fully diluted basis and the pre-issue share holding pattern continue to the shareholder of the Company.

(**) BSE Limited approved the application of reclassification of 4 promoters having 61,800 equity shares from members of promoter group to public vide letter no. LIST/COMP/SK/428/2024-25 dated August 09, 2024 and the said promoters holding is after adjustment of said reclassification.

16) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Not applicable as all proposed allottees are individual natural persons.

17) The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

S. NO.	NAME OF THE PROPOSED ALLOTTEES	PRE- ISSUE STATUS OF THE ALLOTTEE	PRE- ISSUE SHARE HOLDING	PRE- ISSUE SHARE HOLDING (%)	NO. OF SHARES TO BE ALLOTTE D	POST ISSUE SHARE HOLDING (INCLUDING PROPOSED ALLOTMENT + PRE SHARE HOLDING)	POST ISSUE SHARE HOLDING (%) #	POST ISSUE STATUS OF THE ALLOTTEE
1.	SUNIT JAIN	PROMOTER	91,761	1.47	3,50,000	4,41,761	5.52	PROMOTER
2.	NEHA JAIN	PROMOTER	41,800	0.67	3,50,000	3,91,800	4.90	PROMOTER
3.	SAMYAK JAIN	PROMOTER	42,760	0.68	4,00,000	4,42,760	5.54	PROMOTER
4.	RANJANA SURYA	NON-PROMOTER/ OTHER	0	0.00	2,00,000	2,00,000	2.50	NON-PROMOTER/ OTHER
5.	VIJAY PUNGLIYA	NON-PROMOTER/ OTHER	0	0.00	1,50,000	1,50,000	1.88	NON-PROMOTER/ OTHER
6.	HARISHANKAR KHANDELWAL	NON-PROMOTER/ OTHER	0	0.00	1,50,000	1,50,000	1.88	NON-PROMOTER/ OTHER
7.	MANJU KHANDELWAL	NON-PROMOTER/ OTHER	0	0.00	1,50,000	1,50,000	1.88	NON-PROMOTER/ OTHER

#The post issue shareholding percentage is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis.

The pre-issue shareholding pattern is as on 16th August, 2024.

18) Change in control, if any in the Company that would occur consequent to the preferential offer:

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

19) In terms of Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 the following disclosures being provided which are not included in the aforesaid disclosures;

a) 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:

No allotment of shares or securities were made by the Company on preferential basis or otherwise during the previous year 2023-24 as well as financial year 2024-25 till date.

b) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable, being proposed to be issued against consideration in cash only.

20) Lock-in period:

The proposed allotment of equity shares shall be subject to lock-in as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018.

Further, the entire pre-preferential allotment shareholding of all the proposed allottees, if any, shall also be under lock-in from the relevant date up to a period of 90 trading days from the date of the trading approval received from the Stock Exchange. [Here the date of trading approval shall be reckoned as the latest date when trading approval has been obtained from the Stock Exchange where it is listed].

21) Listing:

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari-passu with the then existing equity shares of the Company in all respects, including dividend, if any and voting rights.

22) Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

S. No.	Name of the Proposed Allottees	Current Status of the Proposed Allottee	Proposed Status of the Proposed Allottee post the preferential issue
1.	SUNIT JAIN	PROMOTER	PROMOTER
2.	NEHA JAIN	PROMOTER	PROMOTER
3.	SAMYAK JAIN	PROMOTER	PROMOTER
4.	RANJANA SURYA	NON-PROMOTER/ OTHER	NON-PROMOTER/ OTHER
5.	VIJAY PUNGLIYA	NON-PROMOTER/ OTHER	NON-PROMOTER/ OTHER
6.	HARISHANKAR KHANDELWAL	NON-PROMOTER/ OTHER	NON-PROMOTER/ OTHER
7.	MANJU KHANDELWAL	NON-PROMOTER/ OTHER	NON-PROMOTER/ OTHER

23) SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchange.

Since the total promoter holding/ voting rights is less than 25% of total paid up capital/ voting rights of the Company therefore creeping limit of 5% as mentioned in Regulation 3(2) of SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 is also not applicable on proposed allottees and therefore the proposed allottees are not under obligation to give open offer to the public except making certain disclosures to Stock Exchange.

24) Practicing Company Secretary Certificate:

The certificate from M/s Ajit Jain & Co., Company Secretaries, (FCS: 3933; C.P. No. 2876) Indore, certifying that the preferential issue of equity shares is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at the link: <https://drive.google.com/file/d/1k02ag3mIgjytJhDSV13kMZmvgbNDzZH7/view>.

25) Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

Neither the Company nor its promoters nor its directors have been identified;

- as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
- as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018

26) Other disclosures/undertaking:

- i. The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations is not applicable.
- ii. None of its Directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchange or any of the depositories;
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees;
- v. The Company shall be making application seeking in-principal approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of a special resolution;
- vi. The Company is in compliance with the conditions for continuous listing;
- vii. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- viii. No person belonging to the promoters / promoter group has previously subscribed to any equity shares of the company during the last one year;
- ix. The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.
- x. The Company has complied with the applicable provisions of the Companies Act, 2013 and rules made thereunder. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI (ICDR) Regulations, 2018 provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

- xi. The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

27) Material terms of raising such securities:

All material terms have been set out above.

Mr. Sunit Jain, Chairman and Managing Director, being a proposed allottee, Mr. Shantilal Jain, whole-time director, being relative of proposed allottees, Mrs. Neha Jain, Director and CFO, being a proposed allottees and their relatives forming part of the Promoter/ Promoter group are concerned or interested financially or otherwise in this proposed Resolution to the extent of the equity shares as may be issued by the Company to them or their relatives.

Except that none of the other Directors and KMP's and their relatives are in any way financially or otherwise concerned or interested in the passing of this proposed Resolution.

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 equity shares to the Proposed Allottees is being sought by way of a special resolution as set out in the said Item No. 5 of the Notice. Issue of the equity shares would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company as Special Resolution.

Documents referred to in the notice/explanatory statement will be available for inspection by the members of the Company at the registered office of the Company.

ADDITIONAL INFORMATION OF DIRECTORS SEEKING RE-APPOINTMENT/ APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION 2015 AND SECRETARIAL STANDARD OF GENERAL MEETING:

Particulars	ITEM NO. 02	
Name of Director	MRS. NEHA JAIN (DIN: 07493030)	
Date of Birth	31.10.1990	
Age	34 Years	
Original Date of Appointment	27.03.2016	
Expertise / Experience in specific functional areas	She is Chartered Accountant and having vast experience in the field of Taxation and Finance.	
Qualification	Chartered Accountant	
Terms and Conditions of Appointment/ Re-appointment	As per resolution passed by the shareholders at the 22 nd Annual General Meeting held on Friday, 30 th September, 2016.	
Remuneration last drawn during 2023-2024)	Rs. 10,00,000/-	
No. & % of Equity Shares held in the Company (As on 31.03.2024).	41,800 Equity Shares & 0.67 % of Equity Shares as on 31.03.2024	
Directorship in other Companies (As on 31.03.2024)	1. Virendra Capital Markets Private Limited 2. Digital Micron Roto Print Private Limited	
Number of Meetings of the Board attended during the year.	Attended	Held
	11	11
Chairman / Member of the Committees of the Board Directors of other Companies (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil	
Chairman/Member of the Committees of the Board of Directors of the Company	--	
Relationship between directors inter-se.	Mrs. Neha Jain relationship with other directors is as follows: 1. Wife of. Mr. Sunit Jain (Managing Director of the Company). 2. Grand Daughter in Law of Mr. Shantilal Jain (Whole-time Director).	

BY ORDER OF THE BOARD OF DIRECTORS OF
SAMYAK INTERNATIONAL LIMITED

Place: Indore
Dated: August 26, 2024

NANCY JAIN
Company Secretary & Compliance Officer
(ACS-39736)