



June 16, 2026

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 Extra-ordinary General Meeting.

Pursuant to Regulation 30 read with Para A Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Notice convening Extra-Ordinary General Meeting of the Company scheduled to be held on **Thursday, July 09, 2026 at 05:00 P.M. (IST)** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) is enclosed herewith. Further the Registered office of the company shall be deemed as the venue for the Meeting. The meeting is being held in accordance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India from time to time.

The said Notice of EGM has been sent through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Transfer Agent/ Depositories.

Further, we have also been submitting the above Notice in prescribed format in XBRL mode along with the submission of the Notice of Extra-Ordinary General Meeting in PDF mode.

The said Notice is available at the website of the Company at <https://samyakinternational.in>.

You are requested to please take on record the above Notice of Extra-Ordinary General Meeting.

This is for your kind information and necessary records.

Thanking You
Yours sincerely
For Samyak International Limited

Nancy Jain
Company Secretary & Compliance Officer

Enclosure: A/a



NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the 01/2026-27 Extra Ordinary General Meeting (EGM) of the members of SAMYAK INTERNATIONAL LIMITED (“*the Company*”) will be held on **Thursday, 09th July, 2026**, at **05:00 p.m.** IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) for which purpose the Registered office of the Company shall be deemed as the venue for the Meeting and the proceedings of the Extra Ordinary General Meeting shall be deemed to be made thereat, to transact the following business:

SPECIAL BUSINESSES:

ITEM NO. 1: TO CONSIDER AND APPROVE THE ISSUANCE AND ALLOTMENT OF 40,00,000 EQUITY SHARES OF Rs. 10/- EACH TO PROMOTERS AND NON-PROMOTER/OTHER PERSONS ON PREFERENTIAL BASIS BY WAY OF PRIVATE PLACEMENT (“PREFERENTIAL ISSUE”).

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 may be) 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 by way of special resolution to the Board to create, offer, issue and allot, in one or more tranches, at such time or times as the Board may in its absolute discretion thinks fit, on a Preferential Allotment cum private placement basis up to 40,00,000 (Forty Lacs) fully paid up equity shares (“Equity Shares”) of face value of Rs.10/- (Rupees Ten only) each at an issue price of Rs. 17/- (Rupees Seventeen only) including a premium of Rs. 7/- (Rupees Seven only) per share, as determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 each aggregating upto Rs. 6,80,00,000/-

CIN: L67120MH1994PLC225907

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

Regd. Office: B-1014, 10th Floor, Damji Shamji Corporate Square, Laxmi Nagar, Ghatkopar (East) Mumbai – 400075

Email: samyakinternationaltd@gmail.com, Website: <https://samyakinternational.in>



(Rupees Six Crore Eighty Lacs Only) (“Preferential Issue”), in dematerialized form 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	Status of Proposed Allottees Individual/Body Corporate/Trust /HUF	Maximum no. of Equity Shares proposed to be allotted	Consideration (Amount in Rs.)
1.	Virendra Capital Markets Pvt Ltd	Promoter Group	Body Corporate	11,00,000	1,87,00,000
2.	Volatile Investment and Finance Pvt Ltd	Non-Promoter/ Other Person	Body Corporate	4,25,000	72,25,000
3.	Symphony Sales Pvt. Ltd.	Non-Promoter/ Other Person	Body Corporate	4,25,000	72,25,000
4.	Keti-KJ Constructions (India) Limited	Non-Promoter/ Other Person	Body Corporate	13,50,000	2,29,50,000
5.	KRJ Infraprojects Private Limited	Non-Promoter/ Other Person	Body Corporate	7,00,000	1,19,00,000
	TOTAL			40,00,000	6,80,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations, the Relevant Date for determining the minimum issue price shall be Tuesday, 09th June, 2026 (“**Relevant date**”) being the date, which is 30 days prior to the date of the Extra Ordinary General Meeting of the Members of the Company scheduled to be held on Thursday, 09th July, 2026.

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:

- 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;
- The equity shares to be created, offered, issued and allotted to the Proposed Allottees by way of preferential issue shall rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;

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- 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 as 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) 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 Act and the SEBI (ICDR) Regulations, 2018 (as amended), without being required to seek any further consent or approval of the members of the Company
- m) The equity shares so offered and issued to the Investors, are being issued for cash.
- n) 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

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applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange i.e., BSE Limited, in accordance with the provisions of the Act and applicable law and within the timelines prescribed under the applicable laws together with an application form be issued to the Equity Allottee inviting them to subscribe to the Equity Shares.

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 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 Companies Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to issue and allot Equity Shares to the Allottees and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolutions and matters incidental thereto, without requiring any further approval of the Members of the Company, including without limitation:

- (i) to issue and allot the equity shares, subject to and in accordance with applicable laws;
- (ii) to issue clarifications, resolve and settle all matters, questions of doubt, involved in or concerned with the issue and allotment of the Equity Shares and incidental thereto, as the Board in its absolute discretion may deem fit;
- (iii) to negotiate, finalize, enter into or execute all contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue) to give effect to the above resolutions including making application to the Stock Exchange for obtaining necessary approvals, 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;
- (iv) to give effect to any modifications, changes, variations, alterations, additions and / or deletions to the terms and conditions, as may be required by any Applicable Regulatory Authorities involved in or concerned with the issue and allotment of the Equity Shares;
- (v) to take all such steps as may be necessary for the admission of the Equity Shares with the depositories CDSL/NSDL and for the credit of such Equity Shares to the respective dematerialized securities account of the Allottees;

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- (vi) to authorize any or all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company, and to settle, resolve and issue clarifications to all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares, and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection, and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive; and
- (vii) to delegate all or any of the powers herein conferred upon it by this resolution to committee of directors including the finance committee/any director(s)/company secretary/any officer(s)/authorized signatory(ies) / executives 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 Applicable Regulatory Authorities and to appoint any professional advisors, bankers, consultants and advisors to give effect to this resolution, and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

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.”

ITEM NO. 2: TO CONSIDER AND APPROVE THE ISSUANCE OF 40,00,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES OF RE.10/- EACH ON A PREFERENTIAL BASIS TO PROMOTER & PROMOTER GROUP AND NON-PROMOTER/OTHER PERSONS.

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force); the provisions of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"); Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable, and provisions of the Foreign Exchange Management Act, 1999 including any modification(s) or re-enactment(s) thereof, for the time being in force, and any other rules / regulations/ guidelines if any, prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), stock exchange and/or any other statutory /regulatory authority; and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of the stock exchange where the shares of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the consent of the members of the Company be and is hereby accorded by way of special resolution to board to create, offer, issue, allot in one or more tranches, at such time or times as the Board may in its absolute discretion thinks fit, on a preferential basis upto

40,00,000 (Forty Lacs) warrants convertible into equivalent equity share of the Company (“Warrants”) to promoter & promoter group and non-promoter/other person at price of Rs. 17/- (Rupees Seventeen Only) each {warrant issue price} (including the warrant subscription price and the warrant exercise price), each Warrant convertible into 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- (Rupees Ten only) each at a premium of Rs. 7/- (Rupees Seven only) each, which is a price higher than the minimum price determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into equivalent number of fully paid-up Equity Shares of face value of Re. 10/- (Rupee Ten Only) each, aggregating to Rs. 6,80,00,000/- (Rupees Six Crores Eighty Lacs only) and to issue fresh Equity Shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the persons belonging to promoter & promoter group and non-promoter/other person as mentioned below (“Proposed Allottees”):-

S. No.	Name of Proposed Allottee	Category of The Proposed Allottee	Status of Proposed Allottees Individual/ Body Corporate/ Trust / HUF	Maximum no. of Warrants proposed to be allotted and convertible into Equity Shares	Consideration (Amount in Rs.)
1.	Sudhir Jain	Promoter	Individual	4,40,000	74,80,000
2.	Sunit Jain	Promoter	Individual	2,20,000	37,40,000
3.	Neha Jain	Promoter	Individual	2,20,000	37,40,000
4.	Samyak Jain	Promoter	Individual	2,20,000	37,40,000
5.	Volatile Investment and Finance Pvt Ltd	Non-Promoter/ Other person	Body Corporate	11,50,000	1,95,50,000
6.	Symphony Sales Pvt. Ltd.	Non-Promoter/ Other person	Body Corporate	11,50,000	1,95,50,000
7.	Aditya Fincom Private Limited	Non-Promoter/ Other person	Body Corporate	6,00,000	1,02,00,000
TOTAL				40,00,000	6,80,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations, the Relevant Date for determining the minimum issue price shall be Tuesday, 09th June, 2026 (“**Relevant date**”) being the date, which is 30 days prior to the date of the Extra Ordinary General Meeting of the Members of the Company scheduled to be held on Thursday, 09th July, 2026.

RESOLVED FURTHER THAT without prejudice of the generality of the above resolution the issue of warrants convertible into equivalent number of equity shares under the preferential issue 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) Each warrant held by the proposed allottee shall entitle each of them to apply for and obtain allotment of 1 (one) equity share of the face value of Rs 10/- (Rupee Ten only). The warrant may be exercised by the warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from members, allot the corresponding number of equity shares in dematerialized form.
- (b) the minimum amount of Rs. 4.25/-, which is equivalent to 25% (twenty five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant holder will be required to make further payments of Rs.12.75/-, which is equivalent to 75% (seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe to equity share(s) of the Company (“Warrant Exercise Amount”).
- (c) The allotment of Warrant is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by BSE Ltd or any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval or permission;
- (d) The Warrants shall be issued to the successful allottees in dematerialized form only.
- (e) The issue of equity shares on account of exercise option by proposed allottee shall rank pari-passu with the existing equity shares of the Company in all respects including voting rights and that the Equity Shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to conversion.
Provided that in case the company proposes Bonus/Right shares during the conversion period, in such case, the respective entitlement of warrant holders for equity shares upon conversion of warrants held by each of them shall be adjusted proportionately.
- (f) The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the Chapter V of SEBI (ICDR) Regulations.
- (g) The equity shares proposed to be allotted pursuant to conversion of these warrants shall be under lock in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations.
- (h) The Warrants 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.
- (i) The warrant holder may apply for the conversion of the outstanding convertible warrant in to equity shares of the Company within eighteen months from the date of allotment of the warrant on the payment of the specified consideration against each warrant.
- (j) In the event of warrant holder do not exercise warrants within the warrant exercise period (i.e. 18 months from the date of allotment of the warrant), the warrant shall lapse and amount paid shall stand forfeited by the company.

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- (k) The issue of warrants as well as equity shares arising from the exercise of the warrants 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) The Warrants by itself until converted into equity share do not give to the warrant holder any voting rights in the company in respect of such warrants.
- (m) The Warrants allotted under this resolution shall not be tradable on stock exchange.
- (n) The price determined above and number of equity shares to be allotted on exercise of the warrant shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (o) The equity shares arising from the exercise of the warrant will be listed on the stock exchange subject of the receipt of necessary regulatory permission and approval as the case may be.
- (p) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- (q) The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company.
- (r) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;
- (s) 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 receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI (ICDR) Regulations containing the terms and conditions ("Offer Document") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment of warrant would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws;

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

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the warrants 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 warrants pursuant to this Preferential Issue shall be kept by the Company in a separate bank account in accordance with Section 42 of the Companies Act.



RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to stock exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Mumbai, Maharashtra (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants/Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this 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, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

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
Samyak International Limited**

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

Place: Indore
Dated: 12.06.2026

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has, vide its circular dated April 8, 2020, April 13, 2020, May 5, 2020, December 8, 2021, May 5, 2022, December 28, 2022, September 25, 2023, September 19, 2024, September 22, 2025 and circulars issued on various dates (collectively referred to as 'MCA Circulars'), permitted convening the Extra-Ordinary General Meeting ('EGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI'), Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January, 30, 2026 and all other applicable circulars and notifications issued in this regard ('SEBI Circulars'), has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').
2. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), this EGM is being held through VC/OAVM on **Thursday, 09th July, 2026 at 5.00 PM (IST)**, which does not require physical presence of members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company.
3. Pursuant to MCA Circulars, since this EGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice
4. An Explanatory Statement pursuant to Section 102 of the Act, which sets out the details relating to the Special Businesses to be transacted at the EGM, is annexed hereto.
5. Members holding shares in electronic/demat mode and who have not get their e-mail addresses updated with the Depository Participants are requested to update their e-mail address and any changes therein through their Depository Participants. Members holding shares in physical mode are requested to update their e-mail address and mobile number, by sending e-mail quoting their Folio Number along with scanned copy of PAN (self - attested scanned copy) or AADHAR (self - attested scanned copy) to our Registrar and Share Transfer Agent, viz., Adroit Corporate Services Private Limited at info@adroitcorporate.com, and mark cc to Company: <https://samyakinternational.in/>.
6. Pursuant to Section 113 of the Act, Corporate/ Institutional members intending to appoint their authorized representative(s) to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting are requested to send (in advance), scanned copy (PDF/JPG Format) of a duly certified copy of the relevant Board Resolution/Letter of Authority/Power of Attorney, together with the respective specimen signatures of those representative(s), to the Scrutinizer through e-mail to ajitjain84@gmail.com, with a copy marked to helpdesk.evoting@cdslindia.com and samyakinternationaltd@gmail.com.
7. In accordance with the MCA Circulars and SEBI Circulars, the Notice of EGM is being sent only through the electronic mode to those Members whose e-mail addresses are registered with the Company/ Company's Registrar and Share Transfer Agent ('RTA'), viz. Adroit Corporate Services Private Limited or the Depository Participant(s). The Company will not be dispatching physical copies of the Notice of EGM to any Member. Members are requested to register/update their e-mail addresses, in respect of electronic holdings with the Depository through the Depository Participants concerned and in respect of physical holdings with RTA, by following due procedure.



8. The Notice of EGM is also available on the Company's website <https://samyakinternational.in/> and at the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively. The Notice is also available on the website of CDSL (the agency appointed by the Company for providing the e-voting system) i.e. www.evotingindia.com.
9. Members who have not registered their e-mail address and those members who have become the member of the Company after **Friday, 12th June, 2026** being the cut-off date for sending soft copy of the Notice of EGM may access the same from Company's website at <https://samyakinternational.in/>, website of CDSL www.evotingindia.com and website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
10. Members are requested to notify immediately about any change in their postal address/E-mail address/bank details to their Depository Participant (DP) in respect of their shareholding in DEMAT mode and in respect of their physical shareholding to the Company's RTA Adroit Corporate Services Private Limited having its office at 18-20, 1st Floor, Plot No. 639, Makhwana Road, Marol, Andheri (East) Mumbai - 400059 / e-mail - info@adroitcorporate.com.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN to the RTA.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address/e-mail id or details of demise of any members as soon as possible. Members are also advised not to leave their Demat Account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
13. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send share certificates to the Company for consolidation into a single folio. Members who hold shares in physical form are advised to convert their shareholding in dematerialized form with any depository participant.
14. Since the EGM will be held through VC/OAVM Facility, the Route Map of Venue is not annexed to this Notice.
15. The Members can join the EGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on a 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 Committees of the Board, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the EGM through VC/OAVM and vote thereat.
16. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

CIN: L67120MH1994PLC225907

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

Regd. Office: B-1014, 10th Floor, Damji Shamji Corporate Square, Laxmi Nagar, Ghatkopar (East) Mumbai – 400075

Email: samyakinternationaltd@gmail.com, Website: <https://samyakinternational.in>



17. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, and the MCA Circulars and Secretarial Standard- 2 issued by Institute of Company Secretaries of India, the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the EGM. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the EGM will be provided by CDSL.
18. The remote e-voting period commences from **9.00 A.M. (IST) on Monday, 06th July, 2026, and ends at 5.00 P.M. (IST) on Wednesday, 08th July, 2026.** The E-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Shareholder, he/she shall not be allowed to change it subsequently.
19. The cut-off date for determining the eligibility of shareholders to exercise remote E-voting rights and attendance at EGM is **Thursday, 02nd July, 2026.** A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the above-mentioned cut-off date, shall be entitled to avail the facility of remote E-voting or voting at the meeting through electronic mode. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
20. Those Members, who will be present in the EGM through VC/OAVM facility and have not cast 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 during the EGM.
21. The Members who have cast their vote by remote E-voting prior to the EGM may also attend/ participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again. Members are requested to carefully read the instructions for E-voting before casting their vote.
22. At the EGM, the Chairperson of the meeting shall after discussion on all the resolutions on which voting is to be held, allow voting by electronic means to all those members who are present at the meeting but have not casted their votes by availing the remote E-voting facility. The Board of Directors of your Company has appointed **Mr. Ajit Jain, Proprietor of M/s. Ajit Jain & Co., (FCS – 3933; COP No. – 2876),** Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process and voting through E-voting system at the EGM in a 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, as amended.
23. The voting rights of the Shareholders shall be in proportion to their shares in the total paid-up equity share 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.
24. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote E-voting in the presence of at least 2 (Two) witnesses not in the employment of the Company. Thereafter the Scrutinizer shall, submit a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson, or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith. The result of e-voting along with consolidated Scrutinizer's report will be declared upon conclusion of the Meeting, within the permissible timelines.

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25. The Results shall be declared along with the Scrutinizer's Report shall be placed on the Company's website <https://samyakinternational.in/> and on the website of CDSL www.evotingindia.com. The same shall also be communicated to BSE, where the shares of the Company are listed. The Resolutions, if approved, shall be deemed to be passed, on the date of EGM.
26. 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, Tel.:+91-7471111765.

27. **Submission of questions or queries prior to EGM/ Registration of Speakers:** Members 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 seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at samyakinternationaltd@gmail.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at samyakinternationaltd@gmail.com. These queries will be replied to by the company suitably by email. Those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the EGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the EGM.

28. **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 Monday, 06th July, 2026, and ends at 5.00 P.M. (IST) on Wednesday, 08th July, 2026**. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the e-voting module shall be disabled by CDSL for voting thereafter. The Shareholders as on the **cut-off date, i.e. Thursday, 02nd July, 2026** may cast their vote.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **09.12.2020**, issued under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to their shareholders for all resolutions. In order to enhance participation and ease of voting, shareholders holding shares in dematerialized form are enabled to cast their votes through a **single login credential** using their demat accounts or through the websites of Depositories/Depository Participants, without the need for separate registration with e-voting service providers.

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 above said 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
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<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 click on Login icon and select New System Myeasi Tab.</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. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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.</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</p>

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	<p>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.</p> <p>4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

- (iv) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website 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 on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR 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 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 and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required 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 ajitjain84@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- A. **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id at samyakinternationaltd@gmail.com or info@adroitcorporate.com** respectively.
- B. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP).
- C. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. 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 on 1800 21 09911.



29. Other Instructions:

I. If there is any change in the e-mail address already registered with the Company, the equity shareholders are requested to immediately notify such change to the Company's Registrar and Transfer Agent, in respect of shares held in physical form.

II. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, Bank Mandate details, etc., to their Depository Participant(s) in case the shares are held in electronic form.

III. 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; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; subdivision/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR- 4, the format of which is available on the Company's website at <https://samyakinternational.in/> and on the website of RTA at <https://www.adroitcorporate.com/>.

IV. As per the provisions of Section 72 of the Companies Act, 2013, nomination facility is available to the members, in respect of equity shares held by them. Nomination form i.e. Form No. SH 13, can be downloaded from the Company's website at <https://samyakinternational.in/> and is also available at the website of the RTA at <https://www.adroitcorporate.com/>. Members are requested to submit the said Form to their Depository Participants in case the shares are held in electronic form.

V. As per Rule 3 of the Companies (Management and Administration) Rules, 2014, Register of Members of the Company should have additional details pertaining to email, PAN /CIN, UID, Occupation, Status, Nationality. We request all the Members of the Company to update their details with their respective Depository Participants (DPs) in case of equity shares held in electronic form, immediately.

VI. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be: -
a) the change in the residential status on return to India for permanent settlement, and
b) the particulars of the updated Bank Account in India.

VII. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company from the circulation of this notice during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. to 1:00 p.m. up to the last date of e-voting i.e. Wednesday, 08th July, 2026.

**By order of the Board of Directors
Samyak International Limited**

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

Place: Indore
Dated: 12.06.2026



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 & OTHER RELEVANT PROVISIONS OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 and rules thereunder, as amended (“Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR”), the following Explanatory Statement sets out all material facts relating to the businesses mentioned in the accompanying Notice of the 01/2026-27 EGM.

ITEM NO. 1 & 2

Issue of up to 40,00,000 Equity Shares of Face value INR. 10/- & 40,00,000 Warrants convertible into equity shares of INR. 10/- each on Preferential Basis to promoter & promoter group and non-promoter/other persons

In order to meet the funding requirements of the Company's ongoing and future business operations, including acquisition of a new unit, business undertaking/ company for expansion and diversification of business activities, and for meeting general corporate purposes, the Board of Directors of the Company has considered and approved the raising of funds by way of issuance of securities on a preferential basis on 12th June, 2026, subject to the approval of the shareholders and other regulatory approvals, as may be required in accordance with the provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), comprising:

- (a) issuance and allotment of up to 40,00,000 (Forty Lakh) Equity Shares of face value Rs. 10/- each at an issue price of Rs. 17/- (Rupees Seventeen Only) per Equity Share including a premium of Rs. 7/- (Rupees Seven) per equity share, aggregating up to Rs. 6,80,00,000/- (Rupees Six Crore Eighty Lakh Only) which is not less than the floor price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “**Floor Price**”), for cash consideration; and
- (b) issuance and allotment of up to 40,00,000 (Forty Lakh) Warrants at an issue price of Rs. 17/- (Rupees Seventeen Only) per warrant (“**Warrant Issue Price**”), each Warrant convertible into 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- (Rupees Ten only) each at a premium of Rs. 7/- (Rupees Seven) each, aggregating up to Rs. 6,80,00,000/- (Rupees Six Crore Eighty Lacs Only), which is not less than the floor price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “**Floor Price**”), for cash consideration,

for cash consideration to certain promoters and non-promoter/other persons identified by the Board (“Proposed Allottees”), on such terms and conditions as may be determined by the Board in accordance with the applicable provisions of the SEBI ICDR Regulations and other applicable laws (collectively referred to as the “Preferential Issue”).

In terms of Section 23(1)(b), 42, and 62(1)(c) of the Companies Act, 2013 and rules made thereunder (“Act”), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a

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special resolution. Accordingly, consent of the members is being sought in terms of Section 42 & 62(1)(c) of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The approval of the Shareholders is accordingly being sought by way of passing a ‘Special Resolutions’ under the provisions of Sections 23, 42, and 62(1)(c) of the Companies Act, 2013, read with the Rules made thereunder and Regulation 160 of the SEBI ICDR Regulations, 2018 for Item No. 01 and 02 of the Notice.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under.

1. Objects of the preferential issue:

The object/purpose for which the funds are proposed to be raised and the amount of funds proposed to be utilized against each object of the issue are detailed below:

S. No.	Object	Amount of funds to be utilized against each object (Amount in Rs.)	Tentative timelines for utilization of issue proceeds from the date of receipt of funds	Percentage (%)
1	The proceeds of the preferential issue shall be utilised for the acquisition of a new business undertaking, unit, company, and/or stake in any existing entity, business expansion, bidding activities for Company’s business operations.	10,33,60,000/-	Within 18 Months from the receipt of money.	76.00%
2	General corporate purposes	3,26,40,000/-	Within 18 Months from the receipt of money.	24.00%
	Total	13,60,00,000/-		

- *Considering 100% conversion of Warrants into equity shares within the stipulated time as well as full allotment of proposed equity shares.*
- *The amount utilized for ‘General Corporate Purposes’ shall stand reduced to the extent it is utilized for the Object set out at Sr. No. 1 to 2 of the table. Also, the amount to be utilized towards general corporate purposes does not exceed 25% of the total amount mentioned in the table above.*



Given that a part of the Preferential Issue is through fully paid equity shares and a part through Warrants, the full amount of the Issue Proceeds with reference to the Warrants shall be received by the Company in tranches within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within the stipulated timeframe mentioned above.

The Issue Proceeds of Rs. 3,26,40,000/- will be utilized towards general corporate purposes and for the business requirements of our Company, as approved by our management, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the Gross Proceeds in compliance with the circular bearing reference no. circular no. 20221213-47 dated December 13, 2022, issued by BSE.

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 Company pending utilization of proceeds towards the Objects of the Issue, will temporarily deposit the funds raised in term deposits with one or more scheduled commercial banks included in Second Schedule of Reserve Bank of India Act, 1939.

2. Kind of securities offered, maximum number of specified securities to be issued & Particulars of the Preferential Issue including date of passing of Board resolution:

The Board at its meeting held on 12th June, 2026, has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of:

- i. Up to 40,00,000 (Forty Lakh) fully paid-up Equity Shares having a face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 17/- (Rupees Seventeen only) per equity share including a premium of Rs. 7/- (Rupees Seven only) per equity share aggregating up to Rs. 6,80,00,000/- (Rupees Six Crore Eighty Lacs only), for consideration in cash to the Proposed Allottees.
- ii. Up to 40,00,000 (Forty Lakh) warrants ("Warrants") for cash at an issue price of Rs. 17/- (Rupees Seventeen only) per warrant ("Warrant Issue Price"), each Warrant convertible into 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- (Rupees Ten only) each at a premium of Rs. 7/- (Rupees Seven only) each, aggregating up to Rs. 6,80,00,000/- (Rupees Six Crore Eighty Lacs only), for cash consideration to the Proposed Allottees.

The Preferential Issue is being made in accordance with the applicable provisions of the SEBI ICDR Regulations, as amended, and is subject to receipt of necessary approvals from the stock exchange and any other regulatory authorities, as may be applicable.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

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3. The intention of the promoters / directors / key management personnel or senior management of the Company to subscribe to the offer, contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects:

None of the existing Directors, Key Managerial Personnel or Senior Management of the Company have shown their intention to subscribe to proposed Preferential Issue of Equity Shares, except Mr. Sunit Jain (Promoter and Chairman & Managing Director), Mrs. Neha Jain (Promoter and Director and CFO), Mr. Sudhir Jain (Promoter), Mr. Samyak Jain (Promoter), Virendra Capital Markets Pvt Ltd (Promoter Group).

- a. The proposed allotment of 40,00,000 (Forty Lakh) fully paid-up Equity Shares is to be made to the proposed allottees as described below:

S. No.	Name of Proposed Allottee	Category of The Proposed Allottee	Status of Proposed Allottees Individual/Body Corporate/Trust /HUF	Maximum no. of Equity Shares proposed to be allotted	Consideration (Amount in Rs.)
1.	Virendra Capital Markets Pvt Ltd	Promoter Group	Body Corporate	11,00,000	1,87,00,000
2.	Volatile Investment and Finance Pvt Ltd	Non-Promoter/ Other Person	Body Corporate	4,25,000	72,25,000
3.	Symphony Sales Pvt. Ltd.	Non-Promoter/ Other Person	Body Corporate	4,25,000	72,25,000
4.	Keti-KJ Constructions (India) Limited	Non-Promoter/ Other Person	Body Corporate	13,50,000	2,29,50,000
5.	KRJ Infraprojects Private Limited	Non-Promoter/ Other Person	Body Corporate	7,00,000	1,19,00,000
	TOTAL			40,00,000	6,80,00,000

- b. The proposed allotment of 40,00,000 (Forty Lakh) warrants (“Warrants”) is to be made to the proposed allottees as described below:

S. No.	Name of Proposed Allottee	Category of The Proposed Allottee	Status of Proposed Allottees Individual/Body Corporate/ Trust / HUF	Maximum no. of Warrants proposed to be allotted and convertible into Equity Shares	Consideration (Amount in Rs.)
1.	Sudhir Jain	Promoter	Individual	4,40,000	74,80,000

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2.	Sunit Jain	Promoter	Individual	2,20,000	37,40,000
3.	Neha Jain	Promoter	Individual	2,20,000	37,40,000
4.	Samyak Jain	Promoter	Individual	2,20,000	37,40,000
5.	Volatile Investment and Finance Pvt Ltd	Non-Promoter/ Other person	Body Corporate	11,50,000	1,95,50,000
6.	Symphony Sales Pvt. Ltd.	Non-Promoter/ Other person	Body Corporate	11,50,000	1,95,50,000
7.	Aditya Fincom Private Limited	Non-Promoter/ Other person	Body Corporate	6,00,000	1,02,00,000
TOTAL				40,00,000	6,80,00,000

4. Shareholding pattern of the issuer before and after the preferential issue (assuming all the proposed warrants are converted into equity shares):

	Category	Pre-Issue Shareholding*		Post preferential Issue considering allotment of 40,00,000 Equity Shares but prior to conversion of warrants into Equity shares		#Post Preferential Issue (Assuming allotment of 40,00,000 Equity Shares and conversion of 40,00,000 Warrants into Equity Shares)	
		No. of Shares	% of Shareholding	No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
A	Promoters Holding						
A-1	Indian Promoters						
	1. Individual/HUF	17,87,378	22.35	17,87,378	14.90	28,87,378	18.05
	2. Body Corporate	0	0	11,00,000	9.17	11,00,000	6.88
A-2	Foreign Promoters	0	0.00	0	0.00	0	0.00
	Sub Total (A)	17,87,378	22.35	28,87,378	24.07	39,87,378	24.93
B-1	Public Shareholding						
	Institutional Investors	0	0.00	0	0.00	0	0.00
	Mutual Funds	0	0.00	0	0.00	0	0.00
	Venture Capital Funds	0	0.00	0	0.00	0	0.00
	Alternate Investment Funds	0	0.00	0	0.00	0	0.00
	Foreign Venture Capital Investor	0	0.00	0	0.00	0	0.00
	Foreign Portfolio Investor	0	0.00	0	0.00	0	0.00
	Financial Institutions/ Banks	0	0.00	0	0.00	0	0.00
	Insurance Companies	0	0.00	0	0.00	0	0.00
	Provident Funds/ Pension Funds	0	0.00	0	0.00	0	0.00
	Any Other	0	0.00	0	0.00	0	0.00
	Sub Total (B-1)	0	0.00	0	0.00	0	0.00
B-2	Central Government /Statement Government(s)/ President of India	0	0.00	0	0.00	0	0.00
	Sub Total (B-2)	0	0.00	0	0.00	0	0.00
B-3	Non-Institutions						

a)	i. Individual Shareholder holding nominal share capital up to Rs. 2.00 Lakhs	19,46,933	24.35	19,46,933	16.23	19,46,933	12.17
	ii. Individual Shareholder holding nominal share capital in excess of Rs. 2.00 Lakhs	37,72,272	47.17	37,72,272	31.44	37,72,272	23.58
b)	NBFCs registered with RBI	0	0.00	0	0.00	0	0.00
c)	Employee Trust	0	0.00	0	0.00	0	0.00
d)	Overseas Depositories	0	0.00	0	0.00	0	0.00
e)	Any Other	0	0.00	0	0.00	0	0.00
	Trusts	0	0.00	0	0.00	0	0.00
	Relative of Promoter	0	0.00	0	0.00	0	0.00
	Hindu Undivided Family	0	0.00	0	0.00	0	0.00
	Clearing Members	0	0.00	0	0.00	0	0.00
	Non-Resident Indian	43,643	0.55	43,643	0.36	43,643	0.27
	Key Managerial Personnel	0	0.00	0	0.00	0	0.00
	Bodies Corporate	2,08,007	2.60	31,08,007	25.91	60,08,007	37.56
	IEPF	0	0.00	0	0.00	0	0.00
	Others (HUFs)	2,38,967	2.99	2,38,967	1.99	238967	1.49
	Sub Total (B-3)	62,09,822	77.65	91,09,822	75.93	1,20,09,822	75.07
	Total Public Shareholding (B)= (B1+B2+B3)	62,09,822	77.65	91,09,822	75.93	1,20,09,822	75.07
C	Non-Promoter-Non-Public Shareholders						
1.	Custodian/DR Holder	0	0.00	0	0.00	0	0.00
2.	Employee Benefit Trustee (Under SEBI (Share Based Employee Benefits) Regulations, 2014.	0	0.00	0	0.00	0	0.00
	Total Non-Promoter-Non Public Shareholder (C=C1+C2)	0	0.00	0	0.00	0	0.00
	Grand Total (A+B+C)	79,97,200	100.00	1,19,97,200	100.00	1,59,97,200	100.00

* The pre preferential Issue shareholding pattern as on the 31st March, 2026 as available on the Stock Exchange website i.e. www.bseindia.com and website of the company at <https://samyakinternational.in>

The post issue paid-up capital is arrived after considering entire preferential allotment proposed to be made under this notice and on fully diluted basis and the pre-issue shareholding continues as per the pre issue shareholding of the Company. In the event for any reason, the Proposed Allottee does not or is unable to subscribe to and/or is not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.

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

Sr. No.	Name of Proposed Allottees	Pre-issue status of the allottee	Pre Preferential Issue	Preferential Issue	Post Preferential Issue (Assuming allotment of 40,00,000 Equity Shares and conversion of 40,00,000 Warrants into Equity Shares) #	Post-issue status of the allottee

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			No of Equity shares held	% of share holding	No. of Equity Shares proposed to be allotted	No. of Warrants proposed to be allotted	No of Equity shares held	% of share holding	
1.	Sudhir Jain	Promoter	505	0.01	0	4,40,000	4,40,505	2.75	Promoter
2.	Sunit Jain	Promoter	4,41,761	5.52	0	2,20,000	6,61,761	4.14	Promoter
3.	Neha Jain	Promoter	3,91,800	4.90	0	2,20,000	6,11,800	3.82	Promoter
4.	Samyak Jain	Promoter	4,42,760	5.54	0	2,20,000	6,62,760	4.14	Promoter
5.	Virendra Capital Markets Pvt Ltd	Promoter Group	0	0.00	11,00,000	0	11,00,000	6.88	Promoter Group
6.	Volatile Investment and Finance Pvt Ltd	Non-Promoter/ Other person	0	0.00	4,25,000	11,50,000	15,75,000	9.85	Non-Promoter/ Other person
7.	Symphony Sales Pvt. Ltd.	Non-Promoter/ Other person	0	0.00	4,25,000	11,50,000	15,75,000	9.85	Non-Promoter/ Other person
8.	Keti-KJ Construction (India) Limited	Non-Promoter/ Other person	0	0.00	13,50,000	0	13,50,000	8.44	Non-Promoter/ Other person
9.	KRJ Infraprojects Private Limited	Non-Promoter/ Other person	0	0.00	7,00,000	0	7,00,000	4.38	Non-Promoter/ Other person
10.	Aditya Fincom Private Limited	Non-Promoter/ Other person	0	0.00	0	6,00,000	6,00,000	3.75	Non-Promoter/ Other person

The post issue paid-up capital is arrived after considering entire preferential allotment proposed to be made under this notice and on fully diluted basis and the pre-issue shareholding continues as per the pre issue shareholding of the Company. In the event for any reason, the Proposed Allottee does not or is unable to subscribe to and/or is not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.

6. Time frame (proposed time) within which the preferential issue shall be completed:

The allotment of equity shares/ warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on

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account of pendency of any approval from any regulatory authority the allotment shall be completed by the Company within a period of 15 days from the date of such approvals, if any.

An amount, as decided by the Board of Directors, equivalent to 25% of the issue price shall be payable before allotment of the warrants. The warrants would be allotted on the following terms:

- i. The holder of warrants will have an option to convert by remitting the balance 75% of the issue price and apply for and be allotted 1 (one) Equity Share of the Company per each warrant, any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of warrants, in one or more tranches. Upon receipt of the full payment as above, the Board or Committee shall allot one Equity Share per each Warrant.
- ii. If the entitlement against the warrants to apply for the Equity Shares is not exercised within the period as specified, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid any time on such warrants shall stand forfeited.
- iii. The warrant holders, upon conversion of their warrants into equity shares, shall also be entitled to any future bonus/rights issue(s) of equity shares or other securities convertible into Equity Shares by the Company, in the same proportion and manner as any other Members of the Company for the time being.
- iv. The warrants by itself do not give to the holder thereof any rights of the Members of the Company.

7. The Price or price band at/ within which the allotment is proposed:

The equity shares and warrant are proposed to be issued at an issue price of Rs. 17/- (Rupees Seventeen only) per equity share being a price more than the minimum floor price Rs. 16.40 (Rupees Sixteen and Forty Paise only) as determined as on the Relevant date in accordance with the Regulation 164 of the SEBI (ICDR) Regulations, 2018 and other applicable laws.

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

As the proposed preferential allotment is to be made for cash, the said provision is not applicable.

9. 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 2025-26 as well as financial year 2026-27 till date.

10. Amount which the Company intends to raise by way of such securities / size of the preferential issue:

The Company proposes to raise an aggregate amount of up to Rs. 13,60,00,000/- (Rupees Thirteen Crore Sixty Lakh only) by way of a preferential issue, for cash consideration, comprising up to 40,00,000 (Forty Lakh) Equity Shares of face value Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 17/- (Rupees Seventeen only) per Equity Share, including a premium of Rs. 7/- (Rupees Seven only) per Equity Share, and up to 40,00,000 (Forty Lakh) Warrants at an issue price of Rs. 17/- (Rupees Seventeen only) per Warrant, each Warrant carrying a right exercisable by the Warrant holder to subscribe to and be allotted 1 (one) fully paid-up Equity Share of the Company of face value Rs. 10/- (Rupees Ten only) each at a premium of Rs. 7/- (Rupees Seven only) per Equity Share, aggregating to an amount of up to Rs. 13,60,00,000/- (Rupees Thirteen Crore Sixty Lakh only).

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11. Relevant date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for determining the floor price for the proposed Preferential Issue of Equity Shares / Warrants is required to be 30 days prior to the date of the shareholders’ meeting at which the preferential issue is proposed to be considered, i.e. date of passing of special resolution in Extra ordinary General Meeting , which is scheduled on Thursday, 09th July, 2026.

Accordingly, the “Relevant Date” for the purpose of computing the floor price is **09th June, 2026** (“Relevant date”) which is the 30th day prior to the date of passing of special resolution in Extra ordinary General Meeting on 09th July, 2026, Further, the conversion price for the conversion of warrants into Equity Shares is the said Relevant date i.e., **09th June, 2026**.

12. The Class or Classes of persons to whom the allotment is proposed to be made:

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

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	Status of Proposed Allottees Individual/Body Corporate/Trust /HUF	Maximum no. of Equity Shares proposed to be allotted	Consideration (Amount in Rs.)
1.	Virendra Capital Markets Pvt Ltd	Promoter Group	Body Corporate	11,00,000	1,87,00,000
2.	Volatile Investment and Finance Pvt Ltd	Non-Promoter/ Other Person	Body Corporate	4,25,000	72,25,000
3.	Symphony Sales Pvt. Ltd.	Non-Promoter/ Other Person	Body Corporate	4,25,000	72,25,000
4.	Keti-KJ Constructions (India) Limited	Non-Promoter/ Other Person	Body Corporate	13,50,000	2,29,50,000
5.	KRJ Infraprojects Private Limited	Non-Promoter/ Other Person	Body Corporate	7,00,000	1,19,00,000
	TOTAL			40,00,000	6,80,00,000

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

S. No.	Name of Proposed Allottee	Category of The Proposed Allottee	Status of Proposed Allottees Individual/ Body Corporate/ Trust / HUF	Maximum no. of Warrants proposed to be allotted and convertible into Equity Shares	Consideration (Amount in Rs.)
1.	Sudhir Jain	Promoter	Individual	4,40,000	74,80,000
2.	Sunit Jain	Promoter	Individual	2,20,000	37,40,000
3.	Neha Jain	Promoter	Individual	2,20,000	37,40,000
4.	Samyak Jain	Promoter	Individual	2,20,000	37,40,000
5.	Volatile Investment and Finance Pvt Ltd	Non-Promoter/ Other person	Body Corporate	11,50,000	1,95,50,000
6.	Symphony Sales Pvt. Ltd.	Non-Promoter/ Other person	Body Corporate	11,50,000	1,95,50,000
7.	Aditya Fincom Private Limited	Non-Promoter/ Other person	Body Corporate	6,00,000	1,02,00,000
TOTAL				40,00,000	6,80,00,000

13. 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 who performed valuation:

The price of the shares and warrants convertible into equivalent number of equity shares proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto which is based on the relevant date i.e., 09th June, 2026, which is thirty days prior to the date of Extra Ordinary General Meeting (EGM) to be held on 09th July, 2026). The equity shares are listed only at the BSE and are frequently traded.

In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which equity shares and warrants convertible into equivalent number of equity shares shall be allotted shall not be less than higher of the following:

- the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.
- The articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI (ICDR) Regulations.

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The issue price of Rs. 17/- per equity shares/warrant convertible into equivalent number of equity share has been arrived at after considering the higher of the volume weighted average price of the related equity shares quoted on BSE during the 90 trading days (Rupees 14.42/-) / 10 trading days (Rupees 14.69/-) preceding the relevant date. The Independent Valuer, have calculated Rupees 16.40/- per equity shares as the fair value price of each equity shares/warrant convertible into equivalent number of shares which is more than price determined as per Chapter V of SEBI ICDR Regulation.

Considering that the allotment through this preferential issue shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the price of Rs. 17/- (Rupees Seventeen Only) of the equity shares/warrants convertible into equivalent number of equity shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 12th June, 2026 issued by CA Aman Bandi Registered Valuer–Security Or Financial Assets (SFA) Registration No. IBBI/RV/06/2025/15767 having office at 302, Manas Mayfair above Bhanwarilal Mithawala Indore -452001 (M.P) in accordance with Regulation 166A of the ICDR Regulations (“Valuation Report”). 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/1nbS_gJF9ambe0vnCjcNCrQCwfUQyuuV/view

None of the Proposed Allottees are categorized as Qualified Institutional Buyers.

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

As a result of the proposed preferential allotment of equity shares and warrants convertible into equivalent number of equity shares, there will be no change in the composition of the Board of Directors and no change in control of the Company. The existing promoters continue to retain control, and there has been no alteration in the composition of the Board of Directors or in decision-making authority.

15. 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, the percentage of post preferential issue capital that may be held by them:

Details of the natural persons who are the ultimate beneficial owners of the shares/ warrants proposed to be allotted along with their shareholding and percentage of pre and post preferential issue as furnished herein below:

Sr. No.	Name of proposed Allottees	Category	Ultimate Beneficial Owner **	Pre Preferential Issue		Preferential Issue		Post Preferential Issue#	
				No of Equity shares held	% of share holding	No. of Equity Shares proposed to be allotted	No. of Warrants proposed to be allotted	No of Equity shares held	% of share holding
1.	Sudhir Jain	Promoter	NA	505	0.01	0	440000	440505	2.75
2.	Sunit Jain	Promoter	NA	441761	5.52	0	220000	661761	4.14
3.	Neha Jain	Promoter	NA	391800	4.90	0	220000	611800	3.82
4.	Samyak Jain	Promoter	NA	442760	5.54	0	220000	662760	4.14

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5.	Virendra Capital Markets Pvt Ltd	Promoter Group	Mr. Atul Jain Mrs. Anita Jain	0	0.00	1100000	0	1100000	6.88
6.	Keti-KJ Constructions (India) Limited	Non-Promoter/Other person	Mr. Kedarmal Jakhetia Mr. Gopal Krishna Jakhetia Mrs. Rajkanta Jakhetia	0	0.00	1350000	0	1350000	8.44
7.	KRJ Infraprojects Private Limited	Non-Promoter/Other person	Mr. Kedarmal Jakhetia Mrs. Jyoti Rathi Mrs. Rajkanta Jakhetia	0	0.00	700000	0	700000	4.38
8.	Volatile Investment and Finance Pvt Ltd	Non-Promoter/Other person	Ms. Laxmi Choudhary Ms. Tanu Jain Mr. Chandan Lasod Jain	0	0.00	425000	1150000	1575000	9.85
9.	Symphony Sales Pvt. Ltd.	Non-Promoter/Other person	Mr. Mohd Tarique Mr. Kailash Chand Dhaksiya	0	0.00	425000	1150000	1575000	9.85
10.	Aditya Fincom Private Limited	Non-Promoter/Other person	Mrs. Alpana Khandelwal	0	0.00	0	600000	600000	3.75

The post issue paid-up capital is arrived after considering entire preferential allotment proposed to be made under this notice and on fully diluted basis and the pre-issue shareholding continues as per the pre issue shareholding of the Company. In the event for any reason, the Proposed Allottee does not or is unable to subscribe to and/or is not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.

*** In case of an individual proposed preferential allottee, there is no requirement to report the ultimate beneficial owner.*

16. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so:

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.

17. 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.

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

The current status of Proposed Allottees as mentioned in the resolution will remain unchanged post the preferential issue.

S. No.	Name of the Proposed Allottees	Current Status of the Proposed Allottee	Proposed Status of the Proposed Allottee post the preferential issue
1.	Sudhir Jain	Promoter	Promoter
2.	Sunit Jain	Promoter	Promoter
3.	Neha Jain	Promoter	Promoter
4.	Samyak Jain	Promoter	Promoter
5.	Virendra Capital Markets Pvt Ltd	Promoter Group	Promoter Group
6.	Volatile Investment and Finance Pvt Ltd	Non-Promoter/ Other person	Non-Promoter/ Other person
7.	Symphony Sales Pvt. Ltd.	Non-Promoter/ Other person	Non-Promoter/ Other person
8.	Keti-KJ Constructions (India) Limited	Non-Promoter/ Other person	Non-Promoter/ Other person
9.	KRJ Infraprojects Private Limited	Non-Promoter/ Other person	Non-Promoter/ Other person
10.	Aditya Fincom Private Limited	Non-Promoter/ Other person	Non-Promoter/ Other person

19. 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 and warrants 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://samyakinternational.in/preferential-issue/#1781356871998-aa2e7e05-2171>

20. 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. Further, the promoter/ promoter group holding will not exceed 25% of total paid up capital/ voting rights of the Company in any case due to said preferential issue.

21. Lock-in period:

- i. The proposed allotment of Equity Shares and Warrants shall be subject to lock-in as per the requirement of Chapter V of SEBI ICDR Regulations.
- ii. The entire pre-preferential allotment shareholding, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

22. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the equity shares and for listing of the equity shares that will be issued on conversion of warrants. 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.

23. Monitoring of Utilization of Funds:

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

24. Principal terms of Assets charged as securities:

Not applicable

25. Material terms of raising such securities:

The same has been disclosed in the appended resolution hereinabove.

26. Undertakings:

- i. All the Equity Shares held by the Proposed Allottees in the Company are held in dematerialized form only.
- ii. The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.
- iii. Neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its Directors and Promoters are fugitive economic offender as defined under SEBI ICDR Regulations.
- iv. Since the Equity Shares have been listed on the recognized stock exchange for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of SEBI ICDR Regulations.
- v. If the Company was required to re-compute the price then it would have undertaken such re-computation and if the amount payable on account of the re-computation of price was not paid

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by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Equity Shares/Warrants proposed to be issued under this resolution would have been continued to be locked-in till the time such amount would have been paid by the Proposed Allottees.

- vi. The Company is in compliance and post preferential issue will also be 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 issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended or any Circular or Notification as may be issued by SEBI, from time to time.
- vii. Neither the Company nor any of its directors or Promoters are categorized as willful defaulter(s) or fraudulent borrower(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI ICDR Regulations are not applicable.
- viii. The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date for a period of 90 trading days from the date of trading approval, in accordance with the SEBI (ICDR) Regulations.
- ix. The Equity Shares to be allotted by way of this Preferential Issue will be fully paid up at the time of the allotment.
- x. The Company has obtained Permanent Account Numbers (PAN) of the Proposed Allottees.
- xi. The Company does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchange or the depositories.
- xii. The Company shall be making application seeking in-principle 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 special resolution.
- xiii. None of the Proposed Allottees is a national of a country which shares a land border with India.
- xiv. 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.
- xv. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI (ICDR) Regulations

27. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares/ warrants, such shares/ warrants shall be approved by the shareholders by way of special resolution in General Meeting.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements)

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Regulations, 2015 for authorizing the Board to offer, issue and allot shares/ warrants as stated in the resolutions, which would result in a further issuance of securities of the Company to the members of Promoter & promoter group and non-promoters on a preferential basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

Further note that the provisions of Regulation 164A are not applicable to the proposed preferential allotment of shares/ warrants, as the issuance is being made to identified investors under a targeted preferential route, without affecting the general public shareholders or triggering public shareholding thresholds. Further, the warrants are contingent and convertible in nature, and their allotment is fully compliant with the applicable provisions of the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, thereby rendering the procedural requirements of Regulation 164A inapplicable in the present case.

The Board of Directors recommends the passing of the above said resolution as a Special Resolution as set out in item no.1 and 2 of the Notice for approval by the members.

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 allottee 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/warrants to the Proposed Allottees is being sought by way of a special resolution as set out in the said Item No. 1 and 2 of the Notice. Issue of the equity shares/warrants would be within the authorized share capital of the Company.

As per Regulation 2(zc) of the SEBI (LODR) Regulations, the proposed transactions for issuance of equity shares/ warrants which are subject to the compliances of the SEBI (ICDR) Regulations, 2018 therefore, the restriction as provided under the Regulation 23(4) for participation and absent from voting on the proposed resolution to the promoters and related parties are not applicable.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members.

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.

**By order of the Board of Directors
SAMYAK International Limited**

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

Place: Indore
Dated: 12.06.2026