

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF SYNTHIKO FOILS LIMITED WILL BE HELD ON WEDNESDAY, THE 3RD DAY OF DECEMBER, 2025 AT 12:30 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

ITEM NO. 1: TO INCREASE THE AUTHORISED SHARE CAPITAL OF SYNTHIKO FOILS LIMITED ("COMPANY") AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the authorised share capital of the Company from Rs. 1,00,00,000 (Rupees One Crore) divided into 10,00,000 (Ten Lakhs) equity shares of Rs. 10 (Rupees Ten) each to Rs. 20,00,00,000 (Rupees Twenty Crore) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10 (Rupees Ten) each by creation of additional 1,90,00,000 (One Crore Ninety Lakh) equity shares of Rs. 10 (Rupees Ten) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted with the following as new Clause V:

"V. The Authorized Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crore) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10 (Rupees Ten)."

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

ITEM NO. 2: PREFERENTIAL ISSUE OF 1,36,08,849 EQUITY SHARES BY WAY OF SWAP OF SHARES (FOR CONSIDERATION OTHER THAN CASH) FOR AN ACQUISITION OF 100% STAKE OF DC&T GLOBAL PRIVATE LIMITED (CIN: U63119PN2018PTC238306) ON FULLY-DILUTED BASIS.

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

"RESOLVED THAT pursuant to (i) the applicable provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other

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applicable rules and regulations made thereunder (including any amendments, statutory modification(s) and/or reenactment thereof for the time being in force) (hereinafter referred to as the “Act”), (ii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force) (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force), (iii) the listing agreements (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force) entered into by Synthiko Foils Limited (“Company”) with BSE Limited (“BSE”) on which the equity shares of the Company are listed, and in accordance with the instructions issued by Securities and Exchange Board of India (“SEBI”) and BSE and other concerned and appropriate authorities and other applicable laws, (iv) in accordance with provisions of the Memorandum and Articles of Association of the Company, as amended, (v) the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued thereunder (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force), and (vi) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs, the SEBI and the Reserve Bank of India or any other statutory, regulatory or governmental authority, whether in India or outside India in each case to the extent applicable and including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction (as the case may be) (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) imposed 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 include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution), the approval of the Members be and is hereby accorded to the Board to create, offer, issue and allot from time to time in one or more tranches upto 1,36,08,849 (One Crore Thirty Six Lakh Eight Thousand Eight Hundred Forty Nine) Equity Shares of the Company of the face value of Rs. 10 (Rupees Ten) each fully paid up (“Equity Shares”) on preferential basis at a price of Rs. 769.16 (Rupees Seven Hundred Sixty Nine and Sixteen Paise) per Equity Share including premium of Rs. 759.16 (Rupees Seven Hundred Fifty Nine and Sixteen Paise) per Equity Share aggregating to Rs. 10,46,73,82,296.84 (Rupees One Thousand Forty Six Crore Seventy Three Lakh Eighty Two Thousand Two Hundred Ninety Six and Eighty Four Paise) in accordance with the SEBI ICDR Regulations (“Preferential Allotment”) and as per the terms highlighted in the explanatory statement to this Notice and subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, on such terms and conditions and as may think fit and at its absolute discretion to the persons mentioned herein below who are the shareholders of DC&T Global Private Limited (CIN: U63119PN2018PTC238306) (“DC&T”) on preferential basis for consideration other than cash i.e. swap of equity shares:

Sr. No.	Name of Allottee	Number of Shares	Percentage of Shareholding Post Allotment
1.	Umesh Kumar Sahay	60,17,229	44.07
2.	Abhishek Narbaria	12,74,000	9.43
3.	Sixth Venture Advisors LLP	3,30,029	2.28

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4.	Vanaja Sundar Iyer	3,89,971	2.69
5.	Harneet Kaur	52,042	0.36
6.	Roopali Uppal	24,715	0.17
7.	Gaurav Chopra	65,037	0.45
8.	Perchcap LLP	14,332	0.10
9.	Vishal Ashok Mehta	32,550	0.22
10.	Raghav Investment Private Limited	3,25,061	2.25
11.	MALODIA CONSULTING LLP	26,053	0.18
12.	Resonance Opportunities Fund	32,550	0.22
13.	Jaideep Singh Arora	1,592	0.01
14.	Sageone Flagship Growth 2 Fund	3,25,061	2.25
15.	SageOne Flagship Growth OE Fund	2,60,023	1.80
16.	Sageone Investment Managers LLP	65,037	0.45
17.	Anjali Gautam	29,302	0.20
18.	Lakshmichaya Chivukula	10,446	0.07
19.	Ishwar Singh Yadav	52,042	0.36
20.	EDROM INDIA PRIVATE LIMITED	78,032	0.54
21.	SHERKAR WEALTH MANAGEMENT PRIVATE LIMITED	19,619	0.14
22.	SANKET NARENDRA DHUMAL	18,918	0.13
23.	NARENDRA SITARAM THORAT	22,868	0.16
24.	DHANESH DATTATRAY GHULE	20,893	0.14
25.	SANTOSH SUYAKANT MORDE	13,058	0.09
26.	VIRAJ SANJAY MORDE	29,365	0.20
27.	SWATI MAHESH MORDE	11,784	0.08
28.	RAHUL CHOWDHURY	6,561	0.05
29.	ANKUSH ASHOK MORDE	11,784	0.08
30.	ASHWINI SAGAR DHOMSE	11,784	0.08
31.	NAVANATH KHUMAJI MORADE	5,478	0.04
32.	SANDEEP NANABHAU DOKE	25,416	0.18
33.	SAMEER VASANT MORDE	39,111	0.27
34.	SUPRIYA TEJAS BHOITE	76,503	0.53
35.	Ramesh Chandra Mishra	65,037	0.45
36.	Gautam Bharatbhai Sachapara	27,454	0.19
37.	Hiren Sanghvi	3,248	0.02
38.	BHANUPRATAP HARILAL CHAURASIA	3,248	0.02
39.	Nihar V Sanghvi	55,291	0.38
40.	Uresha Sandeep Sheth	6,497	0.04
41.	Pashupati Captial Services Pvt Ltd	26,053	0.18
42.	Longview Research and Advisory Services Private Limited	6,561	0.05
43.	CINCO STOCK VISION LLP	39,048	0.27
44.	F3 ADVISORS PRIVATE LIMITED .	26,053	0.18
45.	Shilpa Nayak	19,555	0.14
46.	SETU SECURITIES Pvt. Ltd.	1,49,567	1.03
47.	D. PRASAD	6,561	0.05

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48.	Moheet Vinodkumar Agrawal	52,106	0.36
49.	Saurabh Asit Oberoi	3,312	0.02
50.	Mohit Yakub Gunja	3,312	0.02
51.	Bhavna Gothi	6,561	0.05
52.	Amit Jasvantrai Dholakia	6,561	0.05
53.	Shabnam Shafeen Charania	3,312	0.02
54.	Astha Jaiswal	13,058	0.09
55.	JATIN RASIKLAL MANSATA	26,053	0.18
56.	Manali Keval Gudka	13,058	0.09
57.	Saurav Raidani	1,04,022	0.72
58.	NAV CAPITAL VCC - NAV CAPITAL EMERGING STAR FUND	4,93,993	3.41
59.	VIKASA INDIA EIF I FUND - INCUBE GLOBAL OPPORTUNITIES	13,058	0.09
60.	RDHL MARKETING PRIVATE LIMITED	13,058	0.09
61.	Indukant Vyapaar Pvt Ltd	13,058	0.09
62.	HNR Finance Pvt. Ltd.	32,550	0.22
63.	Harit exports Pvt Ltd	1,29,693	0.90
64.	Vishal Nitin Sampat	65,101	0.45
65.	Premkumar Bhajanka	65,037	0.45
66.	Anuj Premkumar Agarwal	52,106	0.36
67.	Sunishka Anuj Khetan	32,550	0.22
68.	Sanjay Vinodchandra Bhagat	65,101	0.45
69.	Priya Sachin Nahar	6,561	0.05
70.	Snehal Swapnil Bedmutha	6,561	0.05
71.	Chetna Chetan Patel	6,561	0.05
72.	Shriya Sunil Nahar	6,561	0.05
73.	Opus Software Solutions Private Limited	26,053	0.18
74.	Ketan Kirtikumar Vakharia	42,233	0.29
75.	Sushila Babulal Kharwad	32,487	0.22
76.	Rajashree Yashodhan Wanage	5,223	0.04
77.	Kingsman Wealth Fund PCC KIF II	26,053	0.18
78.	Rajeev Kumar	13,058	0.09
79.	Rajani Nalla	6,370	0.04
80.	AL MAHA INVESTMENT FUND PCC-ONYX STRATEGY	58,540	0.40
81.	Gauri Ahuja	6,561	0.05
82.	Bikramjit Singh Kandhari	1,04,085	0.72
83.	Anita Tyagi	52,042	0.36
84.	Divya Arora	91,027	0.63
85.	M7 Global Fund PCC- ASAS Global Opportunities Fund	39,048	0.27
86.	Pratik Sanghi	13,058	0.09
87.	Plutus Partners	40,194	0.28
88.	Arsh Ahuja	6,561	0.05
89.	Aarth AIF	67,776	0.47
90.	Naliny Deepak Kharwad	25,989	0.18
91.	Suresh Pareek	6,561	0.05

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92.	Real Time Angel Fund (Acting through its Trustee Beacon Trusteeship Limited)	26,117	0.18
93.	Apoorva Khandelwal (HUF)	6,561	0.05
94.	Prashanth Sowmithry Brundavanam	5,159	0.04
95.	Vimi Malhotra	6,561	0.05
96.	Shraddha Bhandari	26,053	0.18
97.	3State Ventures Pte Ltd	13,058	0.09
98.	Nova Global Opportunities Fund PCC- Touchstone	39,048	0.27
99.	Dipti Mehta	13,058	0.09
100.	Prashant Jaswantlal Ghelani	13,058	0.09
101.	Praveen Khurana	6,561	0.05
102.	Mangina Srinivas Rao	13,058	0.09
103.	Shreyas Santosh Iyer	65,037	0.45
104.	Jitendra Rasiklal Sanghavi	12,994	0.09
105.	Sanjay Raidhani	12,994	0.09
106.	SVK Realty and Investment (First Holder- Amish Vinod Shah)	13,058	0.09
107.	Nishil Bharat Bhatt	13,058	0.09
108.	Urvi Maharshi Ganatra	6,561	0.05
109.	Parin Chandrakant Gala	5,223	0.04
110.	Akshay Arora	1,974	0.01
111.	Smoothline Writing Instruments Pvt Ltd	13,058	0.09
112.	Smitesh Hasmukh Sheth HUF	6,561	0.05
113.	Chirag Ghanshyambhai	10,000	0.07
114.	Navbharat Investment Trust- Navbharat Investment Opportunities Fund	1,94,985	1.35
115.	Shagun Harshal Gal	1,337	0.01
116.	Satyajit Mishra	8,726	0.06
117.	Vikas Benigopal Tawani	7,835	0.05
118.	Juggilal Kamlatpat Lakshmiapat (First Holder- Bharat Hari Singhania)	38,984	0.27
119.	Raman Raja Khanna	9,746	0.07
120.	Vikrampati Singhania	25,989	0.18
121.	Priyanka Aggarwal	6,497	0.04
122.	Pradip Ratanchand Surana	6,561	0.05
123.	Nikita Pritam Mahure	637	0.00
124.	Kumar Dalumal Manwani	6,561	0.05
125.	Marietta Baretto	19,555	0.14
126.	Raghav Karol	13,058	0.09
127.	Desai Viral Niharbhai	6,561	0.05
128.	MIT Realtors Private Limited	13,058	0.09
129.	Divyarushi Tree LLP	13,058	0.09
130.	Sandeep Vasant Dadia	13,058	0.09
131.	Angira Ravi Goenka	6,561	0.05
132.	Akarsh Pratish Mehta	32,550	0.22
133.	Anup Radheshyam Ganeriwal	13,058	0.09

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134.	Deepshikha Arora	6,561	0.05
135.	Razdan Consulting LLP	38,984	0.27
136.	Sidharth Malhotra	45,545	0.31
137.	Jatin Agrawal	5,223	0.04
138.	Pratiksha Kothari	16,243	0.11
139.	Amritanshu Agrawal	13,058	0.09
140.	ArthaSanchay Growth Fund	26,053	0.18
141.	Shilpa Mittal	1,337	0.01
142.	Pankaj Ganjoo	6,561	0.05
143.	Chintan Jitendrakumar Parikh	2,548	0.02
144.	KPR Family Trust	13,058	0.09
145.	Ketan Surendra Shah	9,809	0.07
146.	Jinay Ketan Shah	3,312	0.02
147.	Jayna Rahul Chokshi	3,312	0.02
148.	Neha jain	3,312	0.02
149.	Akshay Sangtani	700	0.00
150.	BHARAT PITAMBER PARMAR	5,223	0.04
151.	Usha Borana	13,058	0.09
152.	SANDEEP BHANDARI	6,561	0.05
153.	Bishir Kantilal Mehta	2,930	0.02
154.	Puneet Tandon	12,994	0.09
155.	Madhava Rao Nalla	6,497	0.04
156.	ASAP Engineering	6,497	0.04
157.	Ruchas Ventures	3,312	0.02
158.	Gautam Fatehpuria	13,058	0.09
159.	ANKUSH AGARWAL	9,555	0.07
160.	Tvisha Prosperity Partners LLP	13,058	0.09
161.	Jenish Mansukhlal Shah	6,561	0.05
162.	Varun Kailash Jani	16,307	0.11
163.	Anil Kanhaiyalal Jaiswal	16,307	0.11
164.	AMARSHI HARDHOR SHAH	32,550	0.22
165.	Ronak Dharnidharka	3,312	0.02
166.	Ankit Rathi	3,312	0.02
167.	Gautam Lath	3,312	0.02
168.	Meeti Jain	1,146	0.01
169.	Beeline Consultancy Services Private Limited	19,555	0.14
170.	Rekha Gunavanth Kumar	6,561	0.05
171.	P Anitha	6,561	0.05
172.	Nexus Equity Growth Fund Sch-1	19,555	0.14
173.	Murarilal Radheshyam Sureka HUF	32,550	0.22
174.	Sarla Murarilal Sureka	32,550	0.22
175.	Aanchal Dua	1,974	0.01
176.	Manjari Agrawal	1,974	0.01
177.	MORDE FOODS PVT. LTD.	78,032	0.54
178.	SUWARNA RAM MORDE	13,058	0.09

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179.	ADITYA SAHAYA	26,053	0.18
180.	Nevil Ramesh Savjani	12,994	0.09
181.	Mahesh Murji Gala	6,561	0.05
182.	Parin Punshi Nishar	6,561	0.05
183.	Amit Manoharlal Dodani	1,337	0.01
184.	Padmini Sunil Bansal	3,312	0.02
185.	Vaibhav P Patel	3,312	0.02
186.	Vikram Agarwal	26,053	0.18
187.	Manju Maliwal	6,561	0.05
188.	FACILE ENGINEERING PRIVATE LIMITED	12,740	0.09
189.	SONATA SECURITIES PRIVATE LIMITED	65,292	0.45
190.	Sanghi Sarvesh	6,497	0.04
191.	Namrata Natin Kumar Shah	6,497	0.04
192.	Shankar Nutricon Pvt. Ltd.	6,497	0.04
193.	Shailendra Podar	6,561	0.05
194.	Manisha Gupta	13,058	0.09

RESOLVED FURTHER THAT the Equity Shares being offered, issued and allotted to the Investor by way of a preferential allotment shall inter-alia be subject to the following:

- (i) The Equity Shares shall be issued and allotted by the Company to the Investor in dematerialised form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this Special Resolution; or (ii) receipt of last of the approvals required for such issue and allotment by relevant regulatory authorities (including but not limited to the in-principle approval of BSE for the issue and allotment of the equity Shares to Investors on a preferential basis), and subject to transfer of shares of DC&T in favor of the Company.
- (ii) The relevant date for determination of the price for the purpose of the Preferential Allotment of Equity Shares is 3 November, 2025, being the date falling 30 (thirty) days prior to the date on which the Preferential Allotment is approved by the members of the Company.
- (iii) The Equity Shares shall be subject to lock-in/ transferability restrictions in such manner and for such period as specified under Chapter V of the SEBI ICDR Regulations.
- (iv) The Equity Shares offered, issued and allotted will be listed and traded on BSE in accordance with the applicable law, subject to the receipt of necessary regulatory permissions and approvals (including approval for listing and trading) as the case may be.
- (v) The Equity Shares to be issued and allotted shall be fully paid up and 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, shall 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.
- (vi) The Equity Shares so offered and issued to the Proposed Allottees, are being issued by the Company for consideration other than cash (swap of equity shares).
- (vii) The Equity Shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove.

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(viii) Such other conditions as may be applicable pursuant to SEBI ICDR Regulations and other applicable law.

Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the names and details of the Investors in Form No. PAS-5, and issue a Private Placement Offer cum Application Letter in Form No. PAS-4, to the Investors inviting them to subscribe to the Equity Shares in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, without being required to seek any further consent or approval of the Members, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Investor for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue, as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares, (ii) making applications to the stock exchanges for obtaining in-principle approvals, (iii) filing requisite documents/ make declarations/ filings with the Ministry of Corporate Affairs, Reserve Bank of India, SEBI, BSE and other regulatory or statutory authorities on behalf of the Company, (iv) filing of requisite documents with the depositories, (v) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vi) issue and allotment of the Equity Shares, (vii) to represent the Company before any Government / regulatory authorities, (viii) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities, (ix) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Equity Shares and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, and (x) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred upon them by these resolutions, as they may deem fit in their absolute discretion, to any director(s), committees(s), one or more officer(s), company secretary or employees of the company to give effect to these resolutions 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 others steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution,

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and that all actions taken by the Board in connection with any matter(s) referred to contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any one of the Directors or the Company Secretary, may be furnished to any person(s) as may be required."

ITEM NO. 3: APPROVAL OF RELATED PARTY TRANSACTION

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

"RESOLVED THAT pursuant to the provisions of Sections 177, 188 and other applicable provisions of the Companies Act, 2013 ("Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members of Synthiko Foils Limited ("Company") be and is hereby accorded to the Board of Directors of the Company to enter into related party contract(s) / arrangement(s) / transaction(s), as detailed in the Explanatory Statement annexed herewith, between the Company, DC&T Global Private Limited ("DC&T") (being a related party within the meaning of Section 2(76) of the Act) and Mr. Umesh Kumar Sahay, Mr. Abhishek Narbaria and Sixth Venture Advisors LLP (Promoter / Promoter Group of the Company) for the acquisition of DC&T's entire business as a going concern, by way of purchase of 2,13,641 (Two Lakh Thirteen Thousand Six Hundred Forty One) equity shares representing 100% of the issued and paid-up share capital of DC&T on a fully diluted basis, from its existing shareholders, through issuance and allotment of upto 1,36,08,849 (One Crore Thirty Six Lakh Eight Thousand Eight Hundred Forty Nine) Equity Shares of the Company of the face value of Rs. 10 (Rupees Ten) each fully paid up ("Equity Shares") on preferential basis of the Company by way of share swap, it being a non-cash consideration transaction, including the acquisition of 1,19,643 (One Lakh Nineteen Thousand Six Hundred Forty Three) equity shares representing 56% of the issued and paid-up share capital of DC&T on a fully diluted basis from the Promoter / Promoter Group of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, and to execute all such documents, agreements, papers, deeds and writings as may be necessary or expedient to give effect to this resolution, including issuance and allotment of equity shares under the share swap and making necessary filings with the statutory authorities."

Date: November 7, 2025

Place: Pune

By Order of the Board of Directors

For Synthiko Foils Limited

E-mail: foilslimited@rediffmail.com

Website: www.synthikofoilsltd.com

Sd/-

Muskan Gurumukhdas Pinjani
(Company Secretary & Compliance Officer)

SYNTHIKO FOILS LIMITED

NOTES:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') with respect to Item No. 1 to 3 forms part of this Notice.
2. The Government of India, Ministry of Corporate Affairs has allowed conducting Extraordinary General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting as per the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 ("MCA Circulars") and Circular no. SEBI/HO/, CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 Circular No. SEBI/HO/ CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and latest being Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/ CIR/2025/83 dated June 5, 2025 issued by the Securities Exchange Board of India ("SEBI Circulars") prescribing the procedures and manner of conducting the Extraordinary General Meeting through VC/OVAM. Hence, Members can attend and participate in the EGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is given below in this notice and also available at the Company's website: www.synthikofoilsLtd.com
3. Since the Extra-ordinary General Meeting (EGM) will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of EGM.
4. Since this EGM is being held pursuant to the MCA Circulars and SEBI Circular 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.
5. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company is providing e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The remote e-voting commences on 9:00 a.m. (IST) on Sunday, November 30, 2025 and end on 5:00 p.m. (IST) on Tuesday, December 2, 2025. The voting rights of the Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e., Wednesday, 26 November, 2025.
6. 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.
7. Any person who is not a member post cut-off date should treat this notice for information purposes.

SYNTHIKO FOILS LIMITED

8. 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 cut-off date i.e. Wednesday, 26 November, 2025 shall be entitled to avail the facility of remote e-voting as well as voting at the EGM.
9. Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding shares as of the cut-off date, i.e., Wednesday, 26 November, 2025, may obtain the login ID and password by sending a request to the Registrar and Share Transfer Agent (RTA) evoting@purvashare.com.
10. Mr. Chirag Sachapara, Practicing Company Secretary (Membership No. F13160 CP No. 22177) of Sachapara & Associates, appointed as scrutinizer for the meeting vide Board Resolution dated Friday, November 7, 2025.
11. The Scrutinizer shall within 2 (Two) working days from the conclusion of voting at the EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, within prescribed timelines and provide the same to the Chairperson of the Company or any officer of the Company authorised by him in writing.
12. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.synthikofoilsLtd.com and the Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
13. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the EGM along is being sent through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice will also be available on the Company's website www.synthikofoilsLtd.com. Such documents will also be submitted with the BSE for displaying the same on their website at www.bseindia.com and on the website of Purva Share Registry (India) Private Limited ("Purva") at <https://evoting.purvashare.com>. The Company will also be publishing an advertisement in newspaper containing the details about the EGM i.e. the conduct of EGM through VC/ OAVM, date and time of EGM, availability of notice of EGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.
15. The Members can join the EGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
16. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.

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18. Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.
19. All communications/ queries in this respect should be addressed to our RTA at, evoting@purvashare.com.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on 9:00 a.m. (IST) on Sunday, November 30, 2025 and end on 5:00 p.m. (IST) on Tuesday, December 2, 2025. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, 26 November, 2025 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.


Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
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SYNTHIKO FOILS LIMITED

<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY /LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 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 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. 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 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

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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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="766 689 1174 934" data-label="Image">  </div> <p>5) 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

SYNTHIKO FOILS LIMITED

Regd. Office: 84\1, 84\2, Jamsar Road, Jawhar, Thane, Maharashtra, 401603 | Corporate Office: Unit-1, 2nd Floor, B Wing, Godrej Eternia, Corporation Colony, Shivajinagar, Pune-411005 | CIN: L27200MH1984PLC033829
Contact No.: +91 7709003343 | Email Id: foilslimited@rediffmail.com | Website: www.synthikofoilsltd.com

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 022-23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on “Shareholder/Member” 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) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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. <ul style="list-style-type: none"> 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 as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.

SYNTHIKO FOILS LIMITED

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (xi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.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.
 - 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 to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; foilslimited@rediffmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

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3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **1 day prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **1 day prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. 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**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. 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 EGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti

SYNTHIKO FOILS LIMITED

Regd. Office: 84\1, 84\2, Jamsar Road, Jawhar, Thane, Maharashtra, 401603 | Corporate Office: Unit-1, 2nd Floor, B Wing, Godrej Eternia, Corporation Colony, Shivajinagar, Pune-411005 | CIN: L27200MH1984PLC033829
Contact No.: +91 7709003343 | Email Id: foilslimited@rediffmail.com | Website: www.synthikofoilsltd.com



Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

SYNTHIKO FOILS LIMITED

Regd. Office: 84\1, 84\2, Jamsar Road, Jawhar, Thane, Maharashtra, 401603 | Corporate Office: Unit-1, 2nd Floor, B Wing, Godrej Eternia, Corporation Colony, Shivajinagar, Pune-411005 | CIN: L27200MH1984PLC033829
Contact No.: +91 7709003343 | Email Id: foilslimited@rediffmail.com | Website: www.synthikofoilsltd.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 163 UNDER CHAPTER V OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

ITEM NO. 1

The present authorised share capital of Synthiko Foils Limited ("Company") is Rs. 1,00,00,000 (Rupees One Crores), divided into 10,00,000 (Ten Lakh) equity shares of Rs. 10 (Rupees Ten) each.

In order to facilitate the proposed acquisition of 100% stake in DC&T Global Private Limited ("DC&T") on fully-diluted basis through a share swap arrangement dated November 7, 2025, and to enable the issuance of equity shares of the Company to the shareholders of DC&T in consideration thereof, it is necessary to increase the authorised share capital of the Company. Accordingly, the Board of Directors, at its meeting held on November 7, 2025, approved the proposal to increase the authorised share capital from is Rs. 1,00,00,000 (Rupees One Crores), divided into 10,00,000 (Ten Lakhs) equity shares of Rs. 10 (Rupees Ten) each to Rs. 20,00,00,000 (Rupees Twenty Crore) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10 (Rupees Ten) each by creation of additional 1,90,00,000 (One Crore Ninety Lakh) equity shares of Rs. 10 (Rupees Ten) each, subject to approval of the members of the Company.

The increase in the authorized share capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the capital clause requires approval of the members of the Company by way of passing an ordinary resolution to that effect.

The equity shares arising from such increase, upon allotment, shall rank *pari passu* in all respects with the existing equity shares of the Company, in accordance with the provisions of the Memorandum and Articles of Association.

The comparison of the existing and proposed change in Clause V of Memorandum of Association is as follows:

Existing Clause	Proposed Clause
V. The Authorised Share Capital of the Company is Rs. 1,00,00,000 (Rs. One Crore) divided into 10,00,000 (Ten Lakh) equity shares of Rs. 10/- (Rs. Ten) each.	V. The Authorized Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crore) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10 (Rupees Ten).

None of the directors/ key managerial personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No. 1 of this Notice for the approval of the Members by way of passing an Ordinary Resolution.

ITEM NO. 2

SYNTHIKO FOILS LIMITED

The Board of Directors of the Synthiko Foils Limited ("Company"), on the recommendation of the Audit Committee, at its meeting held on November 7, 2025, has considered and approved the acquisition of 100% stake in DC&T Global Private Limited ("DC&T") on fully-diluted basis through a share swap arrangement dated November 7, 2025 entered amongst the Company, DC&T and shareholders of DC&T ("Share Acquisition Agreement / Share Swap Agreement").

About DC&T: The Company is engaged in providing end-to-end Engineering, Procurement and Construction (EPC) solutions for various industries, including data centers and such other technology infrastructure development. The Company' offerings include design, development, operation, and maintenance of secure, scalable, and energy-efficient data center facilities with advanced cooling, power backup, cybersecurity, disaster recovery, and managed services support. It is also in process of setting up manufacturing / assembling plant for developing Modular / EDGE (Containerized) Datacentre Solutions. Further, the Company is also in process of designing, assembling, manufacturing and marketing technology infrastructure / hardware products, including but not limited to Storage Racks, Storage Devices, Power Distribution Units, AI enabled Products, etc. supported by ongoing research and innovation to meet diverse industrial and commercial applications.

Line of Business: Engineering, Procurement and Construction (EPC), Data Centre Infrastructure Development, Technology Products / Hardware Assembling & Marketing and Other Infrastructure and Technology solutions

Valuation and Share Swap: The Board of Directors has considered the swap valuation report for determine the swap ratio pursuant to acquisition of DC&T issued by CA Harsh Chandrakant Ruparelia, IBBI Registered Valuer (Registration No. IBBI/RV/05/2019/11106), along with the valuation report of the Company issued by CA Harsh Chandrakant Ruparelia, IBBI Registered Valuer (Registration No. IBBI/RV/05/2019/11106), which were further supported by the fairness opinion provided by Rarever Financial Advisors Private Limited, a SEBI registered Category-I Merchant Banker having Registration Number - INM000013217 vide their report dated 7 November, 2025 and price determined of the company in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("SEBI ICDR Regulations"). Based on these reports, the aggregate consideration payable for acquiring 2,13,641 (Two Lakh Thirteen Thousand Six Hundred Forty One) equity shares representing 100% stake in DC&T on fully-diluted basis, amounting to Rs. 10,46,73,82,296.84 (Rupees One Thousand Forty Six Crore Seventy Three Lakh Eighty Two Thousand Two Hundred Ninety Six and Eighty Four Paise).

The Board has approved the swap ratio for the proposed share exchange between the Company and the shareholders of DC&T. As per the approved swap ratio, the holders of equity shares of DC&T shall receive 637 (Six Hundred Thirty Seven) fully paid-up Equity Shares of the Company of face value Rs. 10 each for every 10 (Ten) equity shares held in DC&T.

In terms of the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, any issue of securities on preferential basis requires the approval of Members of the Company by way of a special resolution.

Therefore, the consent of the members is being sought by way of a special resolution to issue and allot Equity Shares to respective shareholders of DC&T through Preferential Allotment (swap of shares) in accordance with the provisions of the Act, SEBI ICDR Regulations, as amended, and any other

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applicable laws, including with respect to the pricing of the Equity Shares proposed to be issued by way of a preferential allotment.

The details in this regard as required in terms of the SEBI ICDR Regulations and the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014, are as follows:

- a) **Date of Board Resolution:** 7 November, 2025
- b) **Maximum number of specified securities to be issued, kind of securities and price at which security is being offered:**

The Company will issue and allot up to 1,36,08,849 (One Crore Thirty Six Lakh Eight Thousand Eight Hundred Forty Nine) equity shares of the Company of the face value of Rs. 10 (Rupees Ten) each fully paid up ("**Equity Shares**") on preferential basis at a price of Rs. 769.16 (Rupees Seven Hundred Sixty Nine and Sixteen Paise) per Equity Share including premium of Rs. 759.16 (Rupees Seven Hundred Fifty Nine and Sixteen Paise) per Equity Share aggregating to Rs. 10,46,73,82,296.84 (Rupees One Thousand Forty Six Crore Seventy Three Lakh Eighty Two Thousand Two Hundred Ninety Six and Eighty Four Paise) to acquire 100% of the issued and paid-up capital of DC&T on fully-diluted basis.

- c) **Object and Material Terms of raising of securities:** To acquire 2,13,641 (Two Lakh Thirteen Thousand Six Hundred Forty One) equity shares, representing 100% of the issued and paid-up capital of DC&T on fully-diluted basis.
- d) **Intention of promoters, directors, key management personnel or senior management of the company to subscribe to the offer:** Part of the preferential issue of shares is being made to the Specified Allottees who belongs to the Promoters/ Promoters group/ KMP/Senior Management of the Company. Even after this preferential issue there will be no change in the management of the company.
- e) **Relevant date with reference to which the price is determined:**

The Relevant Date for determining the price of Equity Shares for the purpose of the Preferential Allotment in accordance with the SEBI ICDR Regulations, is 3 November, 2025, i.e., the date 30 (thirty) days prior to the date of the shareholders' meeting where the Preferential Allotment is approved.

It is proposed to issue equity shares at an issue price of Rs. 769.16 (Rupees Seven Hundred Sixty Nine and Sixteen Paise) per equity share i.e., the higher of the price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations.

- f) **Price and basis or justification for the price (including premium, if any) at which the offer or invitation is being made / basis on which the price has been arrived at along with report of the registered valuer:**

The Equity Shares are listed on BSE Limited ("**BSE**") and are frequently traded in accordance with the SEBI ICDR Regulations.

Accordingly, in terms of Regulation 164(1) of SEBI ICDR Regulations, the price at which equity shares will be allotted shall not be less than higher of the following:

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- (i) Volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the 90 (ninety) trading days preceding the Relevant Date is Rs. 769.16 (Rupees Seven Hundred Sixty Nine and Sixteen Paise) per Equity Share; or
- (ii) Volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the 10 (ten) trading days preceding the Relevant Date is not applicable as no trading took place.

The share price on the BSE has been considered for arriving at the floor price of the shares to be allotted under the Preferential Allotment.

In view of the above, the issue price of the equity shares to be issued to the Proposed Allottees shall not be less than to Rs. 769.16 (Rupees Seven Hundred Sixty Nine and Sixteen Paise) per Equity Share i.e., the higher of the prices determined in accordance with the provisions of SEBI ICDR Regulations.

Accordingly, the Board has taken issue price to Rs. 769.16 (Rupees Seven Hundred Sixty Nine and Sixteen Paise) per Equity Share i.e., the higher price to the price determined in accordance with the provisions of SEBI ICDR Regulations.

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

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on November 7, 2025, has considered and approved the acquisition of 100% stake in DC&T on fully-diluted basis through the Share Swap Arrangement.

The proposed acquisition enables the acquirer with a strong strategic advantage by entering into the high-growth EPC solutions, specifically for datacentre infrastructure, technology products supported by in-house capabilities for designing, constructing, and operating scalable and secure data centers along with manufacturing key infrastructure components / hardware. Additionally, the acquisition will also enable the Company to carry out backward integration whereby manufacturing and assembling various infrastructure / technology products and hardware to be offered as additional solutions in their EPC offerings. Hence, the acquisition would develop in-house capabilities and offer innovation potential and future technology readiness, enabling the acquirer to strengthen vertical integration, improve margins, and unlock new long-term revenue opportunities across digital infrastructure, energy solutions, and advanced hardware technologies.

The Board of Directors has considered the valuation report of DC&T issued by CA Harsh Chandrakant Ruparelia, IBBI Registered Valuer (Registration No. IBBI/RV/05/2019/11106). Based on the report, the aggregate consideration payable for acquiring 2,13,641 (Two Lakh Thirteen Thousand Six Hundred Forty One) equity shares, representing 100% of the issued and paid-up capital of DC&T on fully-diluted basis, aggregating to Rs. 10,46,73,82,296.84 (Rupees One Thousand Forty Six Crore Seventy Three Lakh Eighty Two Thousand Two Hundred Ninety Six and Eighty Four Paise). A copy of the valuation report is made available on the website of the Company at www.synthikofoils.com to facilitate online inspection by the Members of the Company.

h) Shareholding pattern of the Company before and after the preferential issue:

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Sr. No.	Category	Pre-Issue		Post-Issue	
		no. of share held	% of share holding	no. of share held	% of share holding
	Promoter				
1	Indian - Individual	4,54,926	52.29	77,46,155	53.50
2	Indian - Body Corporate	-	-	3,30,029	2.28
A	Promoter Total	4,54,926	52.29	80,76,184	55.78
	Non-Promoter				-
3	Institutional Investors	-	-	9,19,570	6.35
B	Public (Institutions) - Total	-	-	9,19,570	6.35
4	Resident Individuals	3,90,094	44.84	30,35,499	20.97
5	Non-Resident Indians	280	0.03	2,83,613	1.96
6	Foreign Companies	-	-	7,15,348	4.94
7	Bodies Corporate	18,351	2.11	10,71,941	7.40
8	Others includes Directors and KMPs and their relatives	6,349	0.73	3,76,694	2.60
C	Public (Non-Institutions) - Total	4,15,074	47.71	54,83,095	37.87
	Grand Total (A+B+C)	8,70,000	100.00	1,44,78,849	100.00

- i) **Time frame within which the Preferential Allotment shall be completed:** In terms of the SEBI ICDR Regulations, the proposed Preferential Allotment will be completed within a period of 15 (fifteen) days from the date of shareholders approval.

Provided further that where the allotment to any of the Proposed Allottee is pending on account of pendency of any approval or permission by any regulatory authority or the Central Government, the allotment would be completed within 15 (fifteen) days from the date of the receipt of last such approval or permission.

- j) **Lock in Period:** In accordance with Chapter V, Regulation 167 of the SEBI ICDR Regulations and any other applicable provisions of applicable laws for the time being in force, the equity shares allotted on a preferential basis shall be subject to post-issue lock-in requirements as follows:
- Equity shares allotted to the promoters or promoter group shall be locked-in for a period of 18 (eighteen) months from the date of trading approval granted for such shares. Not more than 20% (twenty percent) of the total post-issue share capital of the Company shall be subject to the said 18 (eighteen) months lock-in, and any shares allotted in excess of such 20% (twenty percent) shall be locked-in for a period of 6 (six) months from the date of trading approval.
 - Equity shares allotted to persons other than the promoters or promoter group shall be locked-in for a period of 6 (six) months from the date of trading approval.

As per Regulation 167(6) of the SEBI ICDR Regulations, the entire pre-preferential allotment shareholding of the Proposed Allottee, shall be locked in from the relevant date up to a period of 90 (ninety) trading days from the date of trading approval of the equity shares allotted on a preferential basis.

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k) **Percentage of post preferential capital that may be held by them in the Company consequent to the Preferential Allotment:**

Sr. No.	Name of proposed Allottee	Category	Pre-Issue % Holding	Number of Equity Shares proposed to be allotted	Post Issue % Holding
1.	Umesh Kumar Sahay	Promoter	41.83	60,17,229	44.07
2.	Abhishek Narbaria	Promoter	10.46	12,74,000	9.43
3.	Sixth Venture Advisors LLP	Promoter Group	-	3,30,029	2.28
4.	Vanaja Sundar Iyer	Non-Promoter	-	3,89,971	2.69
5.	Harneet Kaur	Non-Promoter	-	52,042	0.36
6.	Roopali Uppal	Non-Promoter	-	24,715	0.17
7.	Gaurav Chopra	Non-Promoter	-	65,037	0.45
8.	Perchcap LLP	Non-Promoter	-	14,332	0.10
9.	Vishal Ashok Mehta	Non-Promoter	-	32,550	0.22
10.	Raghav Investment Private Limited	Non-Promoter	-	3,25,061	2.25
11.	MALODIA CONSULTING LLP	Non-Promoter	-	26,053	0.18
12.	Resonance Opportunities Fund	Non-Promoter	-	32,550	0.22
13.	Jaideep Singh Arora	Non-Promoter	-	1,592	0.01
14.	Sageone Flagship Growth 2 Fund	Non-Promoter	-	3,25,061	2.25
15.	SageOne Flagship Growth OE Fund	Non-Promoter	-	2,60,023	1.80
16.	Sageone Investment Managers LLP	Non-Promoter	-	65,037	0.45
17.	Anjali Gautam	Non-Promoter	-	29,302	0.20
18.	Lakshmichaya Chivukula	Non-Promoter	-	10,446	0.07
19.	Ishwar Singh Yadav	Non-Promoter	-	52,042	0.36
20.	EDROM INDIA PRIVATE LIMITED	Non-Promoter	-	78,032	0.54

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21.	SHERKAR WEALTH MANAGEMENT PRIVATE LIMITED	Non-Promoter	-	19,619	0.14
22.	SANKET NARENDRA DHUMAL	Non-Promoter	-	18,918	0.13
23.	NARENDRA SITARAM THORAT	Non-Promoter	-	22,868	0.16
24.	DHANESH DATTATRAY GHULE	Non-Promoter	-	20,893	0.14
25.	SANTOSH SUYAKANT MORDE	Non-Promoter	-	13,058	0.09
26.	VIRAJ SANJAY MORDE	Non-Promoter	-	29,365	0.20
27.	SWATI MAHESH MORDE	Non-Promoter	-	11,784	0.08
28.	RAHUL CHOWDHURY	Non-Promoter	-	6,561	0.05
29.	ANKUSH ASHOK MORDE	Non-Promoter	-	11,784	0.08
30.	ASHWINI SAGAR DHOMSE	Non-Promoter	-	11,784	0.08
31.	NAVANATH KHUMAJI MORADE	Non-Promoter	-	5,478	0.04
32.	SANDEEP NANABHAU DOKE	Non-Promoter	-	25,416	0.18
33.	SAMEER VASANT MORDE	Non-Promoter	-	39,111	0.27
34.	SUPRIYA TEJAS BHOITE	Non-Promoter	-	76,503	0.53
35.	Ramesh Chandra Mishra	Non-Promoter	-	65,037	0.45
36.	Gautam Bharatbhai Sachapara	Non-Promoter	-	27,454	0.19
37.	Hiren Sanghvi	Non-Promoter	-	3,248	0.02
38.	BHANUPRATAP HARILAL CHAURASIA	Non-Promoter	-	3,248	0.02
39.	Nihar V Sanghvi	Non-Promoter	-	55,291	0.38
40.	Uresha Sandeep Sheth	Non-Promoter	-	6,497	0.04
41.	Pashupati Captial Services Pvt Ltd	Non-Promoter	-	26,053	0.18
42.	Longview Research and Advisory Services Private Limited	Non-Promoter	-	6,561	0.05
43.	CINCO STOCK VISION LLP	Non-Promoter	-	39,048	0.27
44.	F3 ADVISORS PRIVATE LIMITED .	Non-Promoter	-	26,053	0.18

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45.	Shilpa Nayak	Non-Promoter	-	19,555	0.14
46.	SETU SECURITIES Pvt. Ltd.	Non-Promoter	-	1,49,567	1.03
47.	D. PRASAD	Non-Promoter	-	6,561	0.05
48.	Moheet Vinodkumar Agrawal	Non-Promoter	-	52,106	0.36
49.	Saurabh Asit Oberoi	Non-Promoter	-	3,312	0.02
50.	Mohit Yakub Gunja	Non-Promoter	-	3,312	0.02
51.	Bhavna Gothi	Non-Promoter	-	6,561	0.05
52.	Amit Jasvantrai Dholakia	Non-Promoter	-	6,561	0.05
53.	Shabnam Shafeen Charania	Non-Promoter	-	3,312	0.02
54.	Astha Jaiswal	Non-Promoter	-	13,058	0.09
55.	JATIN RASIKLAL MANSATA	Non-Promoter	0.00	26,053	0.18
56.	Manali Keval Gudka	Non-Promoter	-	13,058	0.09
57.	Saurav Raidani	Non-Promoter	-	1,04,022	0.72
58.	NAV CAPITAL VCC - NAV CAPITAL EMERGING STAR FUND	Non-Promoter	-	4,93,993	3.41
59.	VIKASA INDIA EIF I FUND - INCUBE GLOBAL OPPORTUNITIES	Non-Promoter	-	13,058	0.09
60.	RDHL MARKETING PRIVATE LIMITED	Non-Promoter	-	13,058	0.09
61.	Indukant Vyapaar Pvt Ltd	Non-Promoter	-	13,058	0.09
62.	HNR Finance Pvt. Ltd.	Non-Promoter	-	32,550	0.22
63.	Harit exports Pvt Ltd	Non-Promoter	-	1,29,693	0.90
64.	Vishal Nitin Sampat	Non-Promoter	-	65,101	0.45
65.	Premkumar Bhajanka	Non-Promoter	-	65,037	0.45
66.	Anuj Premkumar Agarwal	Non-Promoter	-	52,106	0.36
67.	Sunishka Anuj Khetan	Non-Promoter	-	32,550	0.22
68.	Sanjay Vinodchandra Bhagat	Non-Promoter	-	65,101	0.45

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69.	Priya Sachin Nahar	Non-Promoter	-	6,561	0.05
70.	Snehal Swapnil Bedmutha	Non-Promoter	-	6,561	0.05
71.	Chetna Chetan Patel	Non-Promoter	-	6,561	0.05
72.	Shriya Sunil Nahar	Non-Promoter	-	6,561	0.05
73.	Opus Software Solutions Private Limited	Non-Promoter	-	26,053	0.18
74.	Ketan Kirtikumar Vakharia	Non-Promoter	-	42,233	0.29
75.	Sushila Babulal Kharwad	Non-Promoter	-	32,487	0.22
76.	Rajashree Yashodhan Wanage	Non-Promoter	-	5,223	0.04
77.	Kingsman Wealth Fund PCC KIF II	Non-Promoter	-	26,053	0.18
78.	Rajeev Kumar	Non-Promoter	-	13,058	0.09
79.	Rajani Nalla	Non-Promoter	-	6,370	0.04
80.	AL MAHA INVESTMENT FUND PCC-ONYX STRATEGY	Non-Promoter	-	58,540	0.40
81.	Gauri Ahuja	Non-Promoter	-	6,561	0.05
82.	Bikramjit Singh Kandhari	Non-Promoter	-	1,04,085	0.72
83.	Anita Tyagi	Non-Promoter	-	52,042	0.36
84.	Divya Arora	Non-Promoter	-	91,027	0.63
85.	M7 Global Fund PCC- ASAS Global Opportunities Fund	Non-Promoter	-	39,048	0.27
86.	Pratik Sanghi	Non-Promoter	-	13,058	0.09
87.	Plutus Partners	Non-Promoter	-	40,194	0.28
88.	Arsh Ahuja	Non-Promoter	-	6,561	0.05
89.	Aarth AIF	Non-Promoter	-	67,776	0.47
90.	Naliny Deepak Kharwad	Non-Promoter	-	25,989	0.18
91.	Suresh Pareek	Non-Promoter	-	6,561	0.05
92.	Real Time Angel Fund (Acting through its Trustee Beacon Trusteeship Limited)	Non-Promoter	-	26,117	0.18

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93.	Apoorva Khandelwal (HUF)	Non-Promoter	-	6,561	0.05
94.	Prashanth Sowmithry Brundavanam	Non-Promoter	-	5,159	0.04
95.	Vimi Malhotra	Non-Promoter	-	6,561	0.05
96.	Shraddha Bhandari	Non-Promoter	-	26,053	0.18
97.	3State Ventures Pte Ltd	Non-Promoter	-	13,058	0.09
98.	Nova Global Opportunities Fund PCC- Touchstone	Non-Promoter	-	39,048	0.27
99.	Dipti Mehta	Non-Promoter	-	13,058	0.09
100.	Prashant Jaswantlal Ghelani	Non-Promoter	-	13,058	0.09
101.	Praveen Khurana	Non-Promoter	-	6,561	0.05
102.	Mangina Srinivas Rao	Non-Promoter	-	13,058	0.09
103.	Shreyas Santosh Iyer	Non-Promoter	-	65,037	0.45
104.	Jitendra Rasiklal Sanghavi	Non-Promoter	-	12,994	0.09
105.	Sanjay Raidhani	Non-Promoter	-	12,994	0.09
106.	SVK Realty and Investment (First Holder- Amish Vinod Shah)	Non-Promoter	-	13,058	0.09
107.	Nishil Bharat Bhatt	Non-Promoter	-	13,058	0.09
108.	Urvi Maharshi Ganatra	Non-Promoter	-	6,561	0.05
109.	Parin Chandrakant Gala	Non-Promoter	-	5,223	0.04
110.	Akshay Arora	Non-Promoter	-	1,974	0.01
111.	Smoothline Writing Instruments Pvt Ltd	Non-Promoter	-	13,058	0.09
112.	Smitesh Hasmukh Sheth HUF	Non-Promoter	-	6,561	0.05
113.	Chirag Ghanshyambhai	Non-Promoter	-	10,000	0.07
114.	Navbharat Investment Trust- Navbharat Investment Opportunities Fund	Non-Promoter	-	1,94,985	1.35
115.	Shagun Harshal Gal	Non-Promoter	-	1,337	0.01
116.	Satyajit Mishra	Non-Promoter	-	8,726	0.06

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117.	Vikas Benigopal Tawani	Non-Promoter	-	7,835	0.05
118.	Juggilal Kamlapat Lakshmipat (First Holder- Bharat Hari Singhania)	Non-Promoter	-	38,984	0.27
119.	Raman Raja Khanna	Non-Promoter	-	9,746	0.07
120.	Vikrampati Singhania	Non-Promoter	-	25,989	0.18
121.	Priyanka Aggarwal	Non-Promoter	-	6,497	0.04
122.	Pradip Ratanchand Surana	Non-Promoter	-	6,561	0.05
123.	Nikita Pritam Mahure	Non-Promoter	-	637	0.00
124.	Kumar Dalumal Manwani	Non-Promoter	-	6,561	0.05
125.	Marietta Baretto	Non-Promoter	-	19,555	0.14
126.	Raghav Karol	Non-Promoter	-	13,058	0.09
127.	Desai Viral Niharbhai	Non-Promoter	-	6,561	0.05
128.	MIT Realtors Private Limited	Non-Promoter	-	13,058	0.09
129.	Divyarushi Tree LLP	Non-Promoter	-	13,058	0.09
130.	Sandeep Vasant Dadia	Non-Promoter	-	13,058	0.09
131.	Angira Ravi Goenka	Non-Promoter	-	6,561	0.05
132.	Akarsh Pratish Mehta	Non-Promoter	-	32,550	0.22
133.	Anup Radheshyam Ganeriwal	Non-Promoter	-	13,058	0.09
134.	Deepshikha Arora	Non-Promoter	-	6,561	0.05
135.	Razdan Consulting LLP	Non-Promoter	-	38,984	0.27
136.	Sidharth Malhotra	Non-Promoter	-	45,545	0.31
137.	Jatin Agrawal	Non-Promoter	-	5,223	0.04
138.	Pratiksha Kothari	Non-Promoter	-	16,243	0.11
139.	Amritanshu Agrawal	Non-Promoter	-	13,058	0.09
140.	ArthaSanchay Growth Fund	Non-Promoter	-	26,053	0.18

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141.	Shilpa Mittal	Non-Promoter	-	1,337	0.01
142.	Pankaj Ganjoo	Non-Promoter	-	6,561	0.05
143.	Chintan Jitendrakumar Parikh	Non-Promoter	-	2,548	0.02
144.	KPR Family Trust	Non-Promoter	-	13,058	0.09
145.	Ketan Surendra Shah	Non-Promoter	-	9,809	0.07
146.	Jinay Ketan Shah	Non-Promoter	-	3,312	0.02
147.	Jayna Rahul Chokshi	Non-Promoter	-	3,312	0.02
148.	Neha jain	Non-Promoter	-	3,312	0.02
149.	Akshay Sangtani	Non-Promoter	-	700	0.00
150.	BHARAT PITAMBER PARMAR	Non-Promoter	-	5,223	0.04
151.	Usha Borana	Non-Promoter	-	13,058	0.09
152.	SANDEEP BHANDARI	Non-Promoter	-	6,561	0.05
153.	Bishir Kantilal Mehta	Non-Promoter	-	2,930	0.02
154.	Puneet Tandon	Non-Promoter	-	12,994	0.09
155.	Madhava Rao Nalla	Non-Promoter	-	6,497	0.04
156.	ASAP Engineering	Non-Promoter	-	6,497	0.04
157.	Ruchas Ventures	Non-Promoter	-	3,312	0.02
158.	Gautam Fatehpuria	Non-Promoter	-	13,058	0.09
159.	ANKUSH AGARWAL	Non-Promoter	0.12	9,555	0.07
160.	Tvisha Prosperity Partners LLP	Non-Promoter	-	13,058	0.09
161.	Jenish Mansukhlal Shah	Non-Promoter	-	6,561	0.05
162.	Varun Kailash Jani	Non-Promoter	-	16,307	0.11
163.	Anil Kanhaiyalal Jaiswal	Non-Promoter	-	16,307	0.11
164.	AMARSHI HARDHOR SHAH	Non-Promoter	-	32,550	0.22
165.	Ronak Dharnidharka	Non-Promoter	-	3,312	0.02

SYNTHIKO FOILS LIMITED

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Contact No.: +91 7709003343 | Email Id: foilslimited@rediffmail.com | Website: www.synthikofoilsltd.com

166.	Ankit Rathi	Non-Promoter	-	3,312	0.02
167.	Gautam Lath	Non-Promoter	-	3,312	0.02
168.	Meeti Jain	Non-Promoter	-	1,146	0.01
169.	Beeline Consultancy Services Private Limited	Non-Promoter	-	19,555	0.14
170.	Rekha Gunavanth Kumar	Non-Promoter	-	6,561	0.05
171.	P Anitha	Non-Promoter	-	6,561	0.05
172.	Nexus Equity Growth Fund Sch-1	Non-Promoter	-	19,555	0.14
173.	Murarilal Radheshyam Sureka HUF	Non-Promoter	-	32,550	0.22
174.	Sarla Murarilal Sureka	Non-Promoter	-	32,550	0.22
175.	Aanchal Dua	Non-Promoter	-	1,974	0.01
176.	Manjari Agrawal	Non-Promoter	-	1,974	0.01
177.	MORDE FOODS PVT. LTD.	Non-Promoter	-	78,032	0.54
178.	SUWARNA RAM MORDE	Non-Promoter	-	13,058	0.09
179.	ADITYA SAHAYA	Non-Promoter	-	26,053	0.18
180.	Nevil Ramesh Savjani	Non-Promoter	-	12,994	0.09
181.	Mahesh Murji Gala	Non-Promoter	-	6,561	0.05
182.	Parin Punshi Nishar	Non-Promoter	-	6,561	0.05
183.	Amit Manoharlal Dodani	Non-Promoter	-	1,337	0.01
184.	Padmini Sunil Bansal	Non-Promoter	-	3,312	0.02
185.	Vaibhav P Patel	Non-Promoter	-	3,312	0.02
186.	Vikram Agarwal	Non-Promoter	-	26,053	0.18
187.	Manju Maliwal	Non-Promoter	-	6,561	0.05
188.	FACILE ENGINEERING PRIVATE LIMITED	Non-Promoter	-	12,740	0.09
189.	SONATA SECURITIES PRIVATE LIMITED	Non-Promoter	-	65,292	0.45
190.	Sanghi Sarvesh	Non-Promoter	-	6,497	0.04

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191.	Namrata Natin Kumar Shah	Non-Promoter	-	6,497	0.04
192.	Shankar Nutricon Pvt. Ltd.	Non-Promoter	-	6,497	0.04
193.	Shailendra Podar	Non-Promoter	-	6,561	0.05
194.	Manisha Gupta	Non-Promoter	-	13,058	0.09

- l) The change in control, if any, in the Company that would occur consequent to the preferential issue:** There will be no change in control of the Company consequent to the Preferential Allotment.
- m) Identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the proposed allottees:**

Sr. No.	Name of proposed Allottee	ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control
1.	Sixth Venture Advisors LLP	Umesh Kumar Sahay Abhishek Narbaria
2.	Perchcap LLP	Ashok Kumar Tushar Anand
3.	Raghav Investment Private Limited	Ram Prakash Golyan Madan Lal Prashant Golyan
4.	MALODIA CONSULTING LLP	Rahul Malodia Vidhi Sharma
5.	Resonance Opportunities Fund	Yajjadeo Lotun
6.	Sageone Flagship Growth 2 Fund	Samit Vartak
7.	SageOne Flagship Growth OE Fund	Samit Vartak
8.	Sageone Investment Managers LLP	Samit Vartak
9.	EDROM INDIA PRIVATE LIMITED	Harshal C Morde Mahesh A Morde
10.	SHERKAR WEALTH MANAGEMENT PRIVATE LIMITED	Villas Dattatray Sherkar
11.	Pashupati Captial Services Pvt Ltd	Mr. Umashankar Chaudhary Mr. Pashupatinath Chaudhary
12.	Longview Research and Advisory Services Private Limited	Mr. Vipin Aggarwal
13.	CINCO STOCK VISION LLP	Mayur Kantilal Dodia Hitesh Anantrai Doshi Pankaj Omprakash Pareek
14.	F3 ADVISORS PRIVATE LIMITED .	Paresh Rasiklal Shah Avni Paresh Shah Deep Paresh Shah
15.	SETU SECURITIES Pvt. Ltd.	Chetan Rasiklal Shah Geeta Chetan Shah
16.	NAV CAPITAL VCC - NAV CAPITAL EMERGING STAR FUND	Veerendra Kedarnath Chandalada

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17.	VIKASA INDIA EIF I FUND - INCUBE GLOBAL OPPORTUNITIES	Mr. Dorsey Randall Buttram Mr. Mark Andrew Rankin Mr. Roshen Pujari
18.	RDHL MARKETING PRIVATE LIMITED	Jai Prakash Gupta Satya Narayan Gupta
19.	Indukant Vyapaar Pvt Ltd	Mrityunjay Gupta Maya Gupta Satyanaryan Gupta
20.	HNR Finance Pvt. Ltd.	Amisha Vora
21.	Harit exports Pvt Ltd	Mohit Ramgopal Agrawal
22.	Opus Software Solutions Private Limited	Ramesh Laxman Mengawade
23.	Kingsman Wealth Fund PCC KIF II	Mr. Mithileshsingh Soobarah
24.	AL MAHA INVESTMENT FUND PCC- ONYX STRATEGY	Ramchurn Karuna
25.	M7 Global Fund PCC- ASAS Global Opportunities Fund	Nikhil Kumar Low Ren Feng
26.	Plutus Partners	Harsh Pati Singhania Vikram Pati Singhania Anshuman Singhania
27.	Aarth AIF	Rishi Agrawal
28.	Real Time Angel Fund (Acting through its Trustee Beacon Trusteeship Limited)	Vibhuti Aggarwal
29.	Apoorva Khandelwal (HUF)	Apoorva M Khandelwal
30.	3State Ventures Pte Ltd	Mr. Binny Bansal
31.	Nova Global Opportunities Fund PCC- Touchstone	Mr Nityesh P Peetumber
32.	SVK Realty and Investment (First Holder- Amish Vinod Shah)	Amish Vinod Shah Manish Sumitlal Shah Mohit Kamlesh Shah
33.	Smoothline Writing Instruments Pvt Ltd	Manish Babulal Shah
34.	Smitesh Hasmukh Sheth HUF	Smitesh Hasmukh Sheth
35.	Navbharat Investment Trust- Navbharat Investment Opportunities Fund	Mr. Vineet Arora
36.	Juggilal Kamapat Lakshmipat (First Holder- Bharat Hari Singhania)	Mr. Bharat Hari Singhania Mr. Anshuman Singhania Mr. Ragupati Singhania
37.	MIT Realtors Private Limited	Mr. Shah Hemantkumar Parasmal Mrs. Shah Kamini Hemantkumar Mr. Shah Meet Hemantkumar
38.	Divyarushi Tree LLP	Nilesh Kumar Bhikhubhai Raiyani Bhikubhai Jethabhai Raiyani Lilaben Bhikhubhai Raiyani
39.	Razdan Consulting LLP	Mr. Pankaj Jawaharlal Razdan Mrs. Sonia Pankaj Razdan
40.	ArthaSanchay Growth Fund	Prashant Somani
41.	KPR Family Trust	Mrs. Gitaben Patel
42.	ASAP Engineering	Apoorav M Khandelwal
43.	Ruchas Ventures	Shipra Abhishek Bhutra Priyanka Himanshu Jain

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44.	Tvisha Prosperity Partners LLP	Deepak Kharwad Naliny Kharwad
45.	Beeline Consultancy Services Private Limited	Nikhil Shah
46.	Nexus Equity Growth Fund Sch-1	Malay Rohitkumar Bhow
47.	Murarilal Radheshyam Sureka HUF	Murarilal Radheshyam Sureka
48.	MORDE FOODS PVT. LTD.	Chandrakant Eknath Morde Sudhir Eknath Morde Kishor Eknath Morde Harshal Chandrakant Morde
49.	FACILE ENGINEERING PRIVATE LIMITED	Amisha Vora
50.	SONATA SECURITIES PRIVATE LIMITED	Amisha Vora
51.	Shankar Nutricon Pvt. Ltd.	Manish Mangharamani

- n) **Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** During the period from April 01, 2025, till date of notice of this EGM, the Company has not made any preferential issue of equity shares.
- o) **Maximum number of specified securities to be issued:** The resolution set out in this Notice authorize the Board to issue upto upto 1,36,08,849 (One Crore Thirty Six Lakh Eight Thousand Eight Hundred Forty Nine) Equity Shares of the Company of the face value of Rs. 10 (Rupees Ten) each fully paid up ("Equity Shares") on preferential basis at a price of Rs. 769.16 (Rupees Seven Hundred Sixty Nine and Sixteen Paise) per Equity Share including premium of Rs. 759.16 (Rupees Seven Hundred Fifty Nine and Sixteen Paise) per Equity Share to the Proposed Allottee by way of Preferential Issue.
- p) **Re-computation of Issue Price:** Since the Company's equity shares are frequently traded and have been listed on a recognized Stock Exchange for more than 90 (ninety) trading days prior to the Relevant Date, there is no need for the Company to re-compute the price of equity shares to be issued and therefore, the Company is not required to submit the undertakings specified under the relevant provisions of the SEBI ICDR Regulations.
- q) **Current and proposed status of the proposed allottees post the Preferential Allotment viz. promoter or non-promoter/ class or classes of persons to whom the allotment is proposed to be made:** All proposed allottees form part of Non-Promoter Category except Mr. Umesh Kumar Sahay, Mr. Abhishek Narbaria and Sixth Ventures Advisors LLP, who forms part of Promoter/Promoter Group.
- r) **Practicing Company Secretary's Certificate:** A copy of the certificate obtained from M/s Sachapara & Associates (Firm Registration No.: 3447/2023), Practicing Company Secretaries, certifying that the proposed Preferential Allotment is being made in accordance with the requirements of the SEBI ICDR Regulations, as applicable, is made available on the website of the Company at www.synthikofoils.com to facilitate online inspection by the Members of the Company.
- s) **Declaration:** Company and each Directors of Company hereby declare that,
- (i) It would re-compute the price of the Equity Shares in terms of the provisions of the SEBI ICDR Regulations where it is required to do so;

SYNTHIKO FOILS LIMITED

- (ii) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the above shares shall continue to be locked in till the time such amount is paid by the Proposed Allottees;
- (iii) If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, if applicable, the above equity shares shall continue to be locked in till the time such amount is paid by the Proposed Allottee;
- (iv) The Company has obtained the Permanent Account Number of each Proposed Allottee.
- (v) The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange where the equity shares of the Company are listed and the SEBI LODR Regulations, as amended. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
- (vi) The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the Depositories.
- (vii) The Company will make an application to the Stock Exchanges seeking its in-principle approval for the issuance of equity shares to the Proposed Allottee.
- (viii) In accordance with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, as amended, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.
- (ix) Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- (x) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder; and
- (xi) The Company is eligible to make the Preferential Allotment to the Proposed Allottees under Chapter V of the ICDR Regulations.
- (xii) The Company has complied with the provisions of the Act and the rules made thereunder.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution, except to the extent of their shareholding, if any, in the Company and to the extent of their interest (direct or indirect) in the Promoter / Promoter Group entities participating in the transaction.

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No. 2 of this Notice for the approval of the Members by way of passing a Special Resolution.

ITEM NO. 3

The Board of Directors of the Company has proposed to acquire DC&T's entire business as a going concern, by way of purchase of 2,13,641 (Two Lakh Thirteen Thousand Six Hundred Forty One) equity shares representing 100% of the issued and paid-up share capital of DC&T on a fully diluted basis, from its existing shareholders.

The acquisition is proposed to be carried out through issuance and allotment of equity shares of the Company by way of share swap, and therefore, no cash consideration is involved in the transaction. Out of the above, 1,19,643 (One Lakh Nineteen Thousand Six Hundred Forty Three) equity shares representing 56% of the issued and paid-up share capital of DC&T (on a fully diluted basis) shall be acquired from the Promoter / Promoter Group of the Company.

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Since, DC&T (Related Party within the meaning of Section 2(76) of the Companies Act, 2013) and Mr. Umesh Kumar Sahay, Mr. Abhishek Narbaria and Sixth Venture Advisors LLP (Promoter / Promoter Group of the Company), the proposed transaction falls within the ambit of Section 188 of the Act. Accordingly, approval of the Members of the Company is required for entering into the said related party transaction.

The total value of the transaction is up to Rs. 10,46,73,82,296.84 (Rupees One Thousand Forty Six Crore Seventy Three Lakh Eighty Two Thousand Two Hundred Ninety Six and Eighty Four Paise), including Rs. 586,19,66,803.28 (Rupees Five Hundred Eighty Six Crore Nineteen Lakh Sixty Six Thousand Eight Hundred Three and Twenty Eight Paise) attributable to the acquisition of shares from the Promoter / Promoter Group. The consideration shall be discharged solely by way of issue and allotment of equity shares of the Company in accordance with the valuation report.

The Audit Committee and the Board of Directors have reviewed and approved the transaction and have confirmed that the same is at arm's length and in the ordinary course of business to the extent applicable.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with DC&T Global Private Limited are as follows:

Sr. No.	Particulars	Remarks
1	Name of Related Party and Nature of Relationship	<ol style="list-style-type: none"> DC&T Global Private Limited - Related Party within the meaning of Section 2(76) of the Companies Act, 2013 Mr. Umesh Kumar Sahay – Promoter of the Company Mr. Abhishek Narbaria – Promoter of the Company Sixth Venture Advisors LLP – Promoter Group of the Company
2	Nature, duration of the contract and particulars of the contract or arrangement	<p>The acquisition of DC&T's entire business as a going concern, by way of purchase of 2,13,641 (Two Lakh Thirteen Thousand Six Hundred Forty One) equity shares representing 100% of the issued and paid-up share capital of DC&T on a fully diluted basis, from its existing shareholders.</p> <p>The acquisition is proposed to be carried out through issuance and allotment of equity shares of the Company by way of share swap, and therefore, no cash consideration is involved in the transaction. Out of the above, 1,19,643 equity shares representing 56% of the issued and paid-up share capital of DC&T (on a fully diluted basis) shall be acquired from the Promoter / Promoter Group of the Company.</p>
3	Material terms of the contract or arrangement including the value, if any	The Company shall issue and allot up to 1,36,08,849 (One Crore Thirty Six Lakh Eight Thousand Eight Hundred Forty Nine) equity shares of the Company of

SYNTHIKO FOILS LIMITED

		<p>the face value of Rs. 10 (Rupees Ten) each fully paid up (“Equity Shares”) on preferential basis at a price of Rs. 769.16 (Rupees Seven Hundred Sixty Nine and Sixteen Paise) per Equity Share including premium of Rs. 759.16 (Rupees Seven Hundred Fifty Nine and Sixteen Paise) per Equity Share aggregating to Rs. 10,46,73,82,296.84 (Rupees One Thousand Forty Six Crore Seventy Three Lakh Eighty Two Thousand Two Hundred Ninety Six and Eighty Four Paise) to acquire 2,13,641 (Two Lakh Thirteen Thousand Six Hundred Forty One) equity shares representing 100% of the issued and paid-up capital of DC&T on fully-diluted basis.</p> <p>Out of this, 76,21,258 (Seventy Six Lakh Twenty One Thousand Two Hundred Fifty Eight) Equity Shares amounting to Rs. 586,19,66,803.28 (Rupees Five Hundred Eighty Six Crore Nineteen Lakh Sixty Six Thousand Eight Hundred Three and Twenty Eight Paise) will be issued and allotted to the Promoter / Promoter Group of the Company in accordance with a share swap arrangement dated November 7, 2025 entered amongst the Company, DC&T and shareholders of DC&T (“Share Acquisition Agreement / Share Swap Agreement”).</p>
4	Advance paid or received for the contract or arrangement, if any	Nil
5	Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	<p>The Board of Directors has considered the swap valuation report for determine the swap ratio pursuant to acquisition of DC&T issued by CA Harsh Chandrakant Ruparelia, IBBI Registered Valuer (Registration No. IBBI/RV/05/2019/11106), along with the valuation report of the Company issued by CA Harsh Chandrakant Ruparelia, IBBI Registered Valuer (Registration No. IBBI/RV/05/2019/11106), which were further supported by the fairness opinion provided by Rarever Financial Advisors Private Limited, a SEBI registered Category-I Merchant Banker having Registration Number - INM000013217 vide their report dated 7 November, 2025 and price determined of the company in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“SEBI ICDR Regulations”). Based on these reports, the aggregate consideration payable for acquiring 2,13,641 (Two Lakh Thirteen Thousand Six Hundred Forty One) equity shares representing 100% stake in DC&T on fully-diluted basis, amounts to Rs. 10,46,73,82,296.84 (Rupees One Thousand Forty</p>

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		<p>Six Crore Seventy Three Lakh Eighty Two Thousand Two Hundred Ninety Six and Eighty Four Paise).</p> <p>The Board has approved the swap ratio for the proposed share exchange between the Company and the shareholders of DC&T. As per the approved swap ratio, the holders of equity shares of DC&T shall receive 637 (Six Hundred Thirty Seven) fully paid-up Equity Shares of the Company of face value Rs. 10 each for every 10 (Ten) equity shares held in DC&T.</p>
6	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes
7	any other information relevant or important for the Board to take a decision on the proposed transaction	Nil

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution, except to the extent of their shareholding, if any, in the Company and to the extent of their interest (direct or indirect) in the Promoter / Promoter Group entities participating in the transaction.

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No. 3 of this Notice for the approval of the Members by way of passing a Ordinary Resolution.

Date: November 7, 2025
Place: Pune

By Order of the Board of Directors
For Synthiko Foils Limited

E-mail: foilslimited@rediffmail.com
Website: www.synthikofoilsLtd.com

Sd/-
Muskan Gurumukhdas Pinjani
(Company Secretary & Compliance Officer)

SYNTHIKO FOILS LIMITED

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