



September 6, 2025

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001
Scrip Code: 513307

Sub.: Intimation and Notice of 40th Annual General Meeting of the Company.

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, we wish to inform you that the 40th Annual General Meeting of the company is scheduled to be held on Monday, September 29, 2025 at 04:00 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), please find enclosed herewith Notice of 40th Annual General Meeting.

The Notice of 40th Annual General Meeting is also uploaded on the website of the Company at www.synthikofoilsltd.com

Kindly take the same on records.

Thanking you,
For Synthiko Foils Limited

Abhishek Narbaria
Managing Director
(DIN: 01873087)

Encl.: As Above

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



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 40th Annual General Meeting of the Members of Synthiko Foils Limited will be held on Monday, the 29th day of September, 2025 at 4:00 P.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. **To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolutions as Ordinary Resolutions:**

“RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Statutory Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. **To appoint Statutory Auditors of the Company, to fix their remuneration and to consider and if thought fit to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s), amendment (s) or re-enactment (s) thereof for the time being in force), and on the basis of the recommendations of Board of Directors, M/s. Mehra Goel and Company, Chartered Accountants (Firm Registration No. 000517N), Delhi, be and is hereby appointed as the Statutory Auditors of the Company for a term of five years from the conclusion of the 40th Annual General Meeting till the conclusion of the 45th Annual General Meeting of the Company to be held in year 2030 at such remuneration, as may be recommended by the Board of Directors.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

SPECIAL BUSINESS:

3. **To appoint Mr. Tarun Dinesh Agarwal (DIN: 01425732) as an Independent Director of the Company and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and as per the provisions of Articles of Association of the

Company, Mr. Tarun Dinesh Agarwal (DIN: 01425732) who was appointed as an additional Independent Director of the Company w.e.f. 18th June, 2025, and who holds office upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2024–2025 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for the period of 5 (five) years w.e.f. 18th June, 2025.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby severally authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith”

4. **To appoint Ms. Gayathri Srinivasan Iyer (DIN: 09054785) as an Independent Director of the Company and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149,150, 152, 161 and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and as per the provisions of Articles of Association of the Company, Ms. Gayathri Srinivasan Iyer (DIN: 09054785) who was appointed as an additional Independent Director of the Company w.e.f. 18th June, 2025, and who holds office upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2024–2025 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for the period of 5 (five) years w.e.f. 18th June, 2025.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby severally authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith”

5. **To appoint Mr. Abhishek Narbaria (DIN: 01873087) as an Managing Director of the Company and if thought fit to pass with or without modification(s) the following resolution as an Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197 and 203 read with Schedule V and the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or amendment(s) thereof for the time being in force, the Articles of Association of the Company and on the basis of recommendation of the Board of Directors of the Company, the re-appointment of Mr. Abhishek Narbaria (DIN: 01873087), as Managing Director of the Company for a period of 5 (five) years from June 18, 2025 to June 17, 2030, be and is hereby approved, on such terms as set out in the explanatory statement and the draft agreement to be entered into between the Company and Mr. Abhishek Narbaria;

"RESOLVED FURTHER THAT Mr. Abhishek Narbaria will be entitled for the remuneration, which shall not exceed the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals (statutory, contractual or otherwise), in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

6. To appoint Mr. Umesh Kumar Sahay (DIN: 01733060) as Non-Executive Non- Independent Director of the Company and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions (including any modification or re-enactment thereof for the time being in force), Rules made there under and Article of Association of the Company, Mr. Umesh Kumar Sahay (DIN: 01733060), who was appointed as an Additional Director by the Board of Directors with effect from 18th June, 2025 and who holds office upto the date of ensuing Annual General Meeting, be and is hereby appointed as an Director of the Company in the category of Non-Executive Non-Independent."

"RESOLVED FURTHER THAT any of the Director of the Company be and is hereby severally authorized to do all acts including filing forms to Registrar of Companies and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution."

7. To appoint Mr. Nikhil Dilipbhai Bhuta (DIN: 02111646) a Non-Executive Non- Independent Director of the Company and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions (including any modification or re-enactment thereof for the time being in force), Rules made there under and Article of Association of the Company, Mr. Nikhil Dilipbhai Bhuta (DIN: 02111646), who was

appointed as an Additional Director by the Board of Directors with effect from 18th June, 2025 and who holds office upto the date of 40th Annual General Meeting, be and is hereby appointed as an Director of the Company in the category of Non-Executive Non-Independent.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby severally authorized to do all acts including filing Forms to Registrar of Companies and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution."

8. To Consider and approve the increase in borrowing limit under section 180 of the Companies Act, 2013 and if though fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto and any other applicable provisions of the law including any statutory modifications or re-enactments thereof, consent of the members of the company be and is hereby accorded to the Board of Directors of the Company to borrow money, as and when required, from, including without limitation, any Bank and/ or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/ entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores Only) notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves and securities premium.

"RESOLVED FURTHER THAT pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto and any other applicable provisions of the law including any statutory modifications or re-enactments thereof, consent of the members of the company be and is hereby accorded to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores Only).

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above

and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

9. To approve Loans, Investments, Guarantee or Security under section 185 of Companies Act, 2013 and if though fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder and any other applicable provisions of the law as amended from time to time, consent of the members of the company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or by any person in whom any of the Directors of the Company is interested, upto an aggregate sum of Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to sign any document or agreement appoint any professionals, advocate for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution including filing of necessary e-forms, if any, with the Registrar of Companies.”

10. To make Loans or Investment(s) or Provide Security and Guarantee in excess of the prescribed limits under section 186 of the Companies Act, 2013 and if though fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions if any of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and any other applicable provisions of the law (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary and subject to the compliance of applicable laws, consent of the members of the company be and is hereby accorded to:

(a) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate provided that the aggregate amount of such loan investment and guarantee outstanding at any time shall not exceed Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores Only) and

(b) Make investment and acquire by way of subscription, purchase or otherwise securities of any other body corporate by cash or swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores Only).

RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made from time to time and to execute all deeds documents and other writings and to do all such acts deeds matters and things as may be necessary and expedient for implementing and giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to sign any document or agreement appoint any professionals, advocate for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution including filing of necessary e-forms, if any, with the Registrar of Companies.”

11. To consolidate the share capital of the Company and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 61(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to consolidate the existing equity shares of the Company having a face value of Rs. 5 (Rupees Five) each fully paid-up into equity shares of Rs. 10 (Rupees Ten) each fully paid-up, such that every 2 (Two) equity shares of Rs. 5 each be consolidated into 1 (One) equity share of Rs. 10 each.

RESOLVED FURTHER THAT upon consolidation of shares as aforesaid the issued, subscribed and paid-up share capital of the Company shall be altered accordingly fractional entitlements, if any, arising out of such consolidation shall be dealt with in the manner as the Board of Directors may, in its absolute discretion, deem fit in accordance with the applicable law.

RESOLVED FURTHER THAT and Director of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution.”

12. To amend the capital clause of Memorandum of Association of the Company and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 13, Section 61 and other applicable provisions if any, of the Companies Act, 2013 and the rules, orders and notifications issued thereunder (including any statutory modification or re-enactment thereof, for the time being in force), read with the Articles of Association of the Company, and subject to the approval of the resolution for consolidation of

shares, in the existing Clause V of the Memorandum of Association of the Company be deleted and substituted by the following.

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.

“RESOLVED FURTHER THAT the amendment to the Memorandum of Association as aforesaid shall take effect upon, and simultaneous with, consolidation of the issued, subscribed and paid-up equity shares in the share capital of the Company by way of increase in the nominal value of each equity share from Rs.5/- (Rupees Five only) per share to Rs. 10/- (Rupees Ten only) per share.

“RESOLVED FURTHER THAT and Director of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution.”

13. To consider shifting of Registered Office of the Company from Mumbai to Pune and if thought fit to pass with or without modification(s) the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provision of section 12, 13 read with the Rule 25, 27 and 28 of the Companies (Incorporation) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), if any, and subject to the approval of the Regional Director, Western Region, Mumbai, Registrar of Companies and of any other authority(ies), as required under the Companies Act, 2013 or otherwise, the approval of the Members be and is hereby accorded to shift Registered Office of the Company from “84\1 84\2, Jamsar Road, Jawhar, Thane, Maharashtra, India, 401603” to “Unit-1, 2nd Floor, B Wing, Godrej Eternia, Corporation Colony Shivajinagar Pune, Shivajinagar (Pune), Pune City, Maharashtra, India, 411005”, i.e. from the jurisdiction of the Registrar of Companies, Mumbai to the jurisdiction of the Registrar of Companies, Pune within the State of Maharashtra.

“RESOLVED FURTHER THAT pursuant to the provision of section 13 and any other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), if any, and subject to the approval of the Regional Director, Western Region, Mumbai and Registrar of Companies and upon shifting of the Registered Office being effective, the existing clause II of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause II:

II. The Registered Office of the Company is situated in the State of Maharashtra, i.e. within the jurisdiction of Registrar of Companies, Maharashtra at Pune.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matter as may be required in this regards, take all such steps and actions and give such directions as they may in



its absolute discretion deem necessary to give effect to the above resolution and to settle any doubts, difficulties or questions as may arise in this regard, on behalf of the Company.”

Registered Office:

84\1 84\2 Jamsar Roadjawhar, Thane,
401603.

Corporate Office:

Unit-1, 2nd Floor, B Wing, Godrej Eternia,
Corporation Colony, Shivajinagar, Pune
411005.

Date: September 4, 2025

Place: Pune

By Order of the Board
For Synthiko Foils Limited

Sd/-
Abhishek Narbaria
Managing Director
(DIN: 01873087)

E-mail: foilslimited@rediffmail.com

Website: www.synthikofoilsltd.com

Contact No.: +91 7709003343

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circular dated May 05, 2020 read with circulars dated April 08, 2020, dated April 13, 2020, dated May 05, 2020, dated January 13, 2021, dated December 8, 2021, dated May 5, 2022 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide circular dated May 12, 2020 (“SEBI Circular”) permitted the holding of the Annual General Meeting (“the Meeting”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA Circulars and SEBI Circular, the Meeting of the Company is being held through VC / OAVM.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. However, pursuant to MCA Circulars and SEBI Circular, the AGM will be held through VC/OAVM and the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form is not annexed to this Notice.
3. Pursuant to Section 113 of the Act representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/OAVM.

Corporate Members intending to attend the Meeting through their authorised representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney, (PDF/JPG Format) if any, authorizing its representative to attend and vote on their behalf at the Meeting. The



said Resolution/Authorisation shall be sent to the Company by email through its registered email address, to foilslimited@rediffmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

4. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the Meeting along with the Annual Report for FY 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for FY 2024-25 will also be available on website of the Company, i.e. www.synthikofoilsltd.com/website of the Stock Exchanges i.e. BSE Limited and at www.bseindia.com, and on the website of the CDSL www.evotingindia.com.
5. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 13.
6. Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at foilslimited@rediffmail.com.
8. Notice is also given under Section 91 of the Act read with Regulation 42 of the Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from Tuesday, 23rd September, 2025 to Monday, 29th September 2025 (both days inclusive).
9. For registration of email id for obtaining Annual Report and User ID/password for e- voting and updation of bank account mandates is annexed to this Notice use the link <http://www.purvashare.com/email-and-phone-updation/>.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants ("DPs") in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents of the Company i.e. Purva Sharegistry (India) Pvt. Ltd. in case the shares are held by them in physical form.
11. The Company has designated an exclusive email id called foilslimited@rediffmail.com to redress Members' complaints/ grievances. In case you have any queries/ complaints or grievances, then please write to us at foilslimited@rediffmail.com.
12. Members seeking any information/desirous of asking any questions at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to send email to the Company at foilslimited@rediffmail.com at least 7 days before the Meeting. The same will be replied by the Company suitably.

13. Information and other instructions relating to e-voting are as under:

- a) Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circular the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
- b) The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facility to the Members.
- c) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Monday, 22nd September, 2025. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- d) 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., Monday, 22nd September, 2025, only shall be entitled to avail the facility of e- voting.
- e) Members who are holding shares in physical form or who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, i.e. Monday, 22nd September, 2025; such Member may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or support@purvashare.com. However, if a member is already registered with CDSL for e-voting then existing User ID and password can be used for casting vote.
- f) The Board of Directors of the Company has appointed Mr. Kunal Sakpal, Designated Partner of HSPN & Associates LLP, (Membership no. ACS 75123, COP: 27860) of Mumbai as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- g) The Scrutinizer, after scrutinizing the votes, will, not later than 2(Two) Working days from the conclusion of the Meeting; make a consolidated scrutinizer’s report which shall be placed on the website of the Company, i.e. www.synthikofoilsLtd.com and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.
- h) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. Monday, 29th September, 2025.
- i) Information and other instructions relating to e-voting are as under:
 - i. The remote e-voting facility will be available during the following period: Commencement of e-voting: From 9:00 a.m. (IST) on Friday, 26th September, 2025. End of e-voting: Up to 5:00 p.m. (IST) on Sunday, 28th September, 2025.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

- ii. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend/participate in the Meeting through VC / OAVM but shall not be entitled to cast their vote again.
- 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**

Type of shareholders	Login Method
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<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e- Voting page without any further authentication. The 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 My easi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/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 e-voting 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.nsd.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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
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. The shareholders should log on to the e-voting website www.evotingindia.com.
- vi. Click on “Shareholders” module.
- vii. 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.
- viii. Next, enter the Image Verification as displayed and Click on Login.

- ix. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- x. If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field or if the same is not updated, member may send an e-mail to Purva Sharegistry at support@purvashare.com
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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).

After entering these details appropriately, click on “SUBMIT” tab.

- xi. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii. Click on the Electronic Voting Sequence Number **EVSN- 250904067** for the relevant Synthiko Foils Limited on which you choose to vote.
- xiv. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xvi. 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.

- xvii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xix. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xx. Shareholders can also cast their vote using CDSL’s mobile app m-Voting. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- xxi. Note for Non – Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xxii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- xxiii. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- j. Instructions for Shareholders for e-voting during the Meeting are as under:
- i. The procedure for e-voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.
 - ii. Only those Shareholders, who are present in the Meeting 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 Meeting
 - iii. If any Votes are cast by the Shareholders through the e-voting available during the Meeting 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.

14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
15. Share transfer documents and all correspondence relating thereto, should be addressed to the Purva Sharegistry (India) Pvt. Ltd. at Unit No. 9 Shiv Shakti ind. Estate J.R. Boricha Marg, Lower Parel(E), Mumbai - 400 011 or at their designated email id i.e. support@purvashare.com.
16. The Company, consequent upon introduction of the Depository System ("DS"), entered into agreements with National Securities Depository Limited ("NSDL") and CDSL. The Members, therefore, have the option of holding and dealing in the shares of the Company in dematerialised form through NSDL or CDSL.
17. The DS envisages elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, mutilation of share certificates etc. Simultaneously, DS offers several advantages like exemption from stamp duty on transfer of shares, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
19. SEBI has mandated the submission of PAN by every participant of the securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Purva Sharegistry.
20. As mandated by SEBI, effective April 01, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised mode with a depository. Accordingly, the Members of the Company were requested to open a demat account and submit physical securities to their DPs.
21. As per Regulation 40(7) of the Listing Regulations, read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax PAN Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company/Purva Sharegistry for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 06, 2018.

22. Pursuant to Section 72 of the Act, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to Purva Sharegistry. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to Purva Sharegistry. These forms will be made available on request.
23. Since the Meeting will be held through VC/ OAVM, the Route Map and Attendance Slip are not annexed to this Notice.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the Meeting through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at [https:// www.evotingindia.com](https://www.evotingindia.com) under Shareholders/Members login by using the remote e- voting credentials. The link for VC/OAVM will be available in Shareholders/ members login where the EVSN of the Company will be displayed.

2. The Members can join the Meeting through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Meeting through VC/OAVM will be made available to at least 1000 members on first come first served basis.

However, the participation of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are not restricted on first come first served basis.

3. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.

4. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.

5. 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.

6. Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at foilslimited@rediffmail.com up to Sunday, 28th September, 2025 (5:00 p.m. IST). Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.



7. The Shareholders who have not registered themselves can put the question on the chatbox available on the screen at the time of the Meeting.

8. Members who need technical assistance before or during the Meeting can send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

Registered Office:

84\1 84\2 Jamsar Roadjawhar, Thane,
401603.

Corporate Office:

Unit-1, 2nd Floor, B Wing, Godrej Eternia,
Corporation Colony, Shivajinagar, Pune
411005.

Date: September 4, 2025

Place: Pune

E-mail: foilslimited@rediffmail.com

Website: www.synthikofoilsltd.com

Contact No.: +91 7709003343

By Order of the Board
For Synthiko Foils Limited

Sd/-
Abhishek Narbaria
Managing Director
(DIN: 01873087)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

The following Statement sets out all material facts relating to the special business proposed in this Notice:

Item no. 3: To appoint Mr. Tarun Dinesh Agarwal (DIN: 01425732) as Non-Executive Independent Director of the Company:

This is to inform you that

- (a) The Board of Directors (bases on the recommendation of Nomination & Remuneration Committee) appointed Mr. Tarun Dinesh Agarwal (DIN: 01425732) as an additional director as well as Independent Director of the Company in the board meeting dated 18th June. 2025.
- (b) Pursuant to Section 161 of the Companies Act, 2013, Mr. Tarun Dinesh Agarwal (DIN: 01425732) holds office upto to the date of this Annual General Meeting
- (c) Mr. Tarun Dinesh Agarwal (DIN: 01425732) has given his consent to act as a Director of the Company pursuant to Section 152 of the Companies Act, 2013. Mr. Tarun Dinesh Agarwal (DIN: 01425732) has further confirmed that he is neither disqualified neither debarred from holding office of Director under Companies Act, 2013 or pursuant to any Order issued by SEBI.
- (d) The Board of Directors of the Company have recommended to regularize the appointment of Mr. Tarun Dinesh Agarwal (DIN: 01425732) as an Independent Director of the Company

Brief profile of Mr. Tarun Dinesh Agarwal (DIN: 01425732) is as follows:

Mr. Tarun Dinesh Agarwal is a Bachelor of Commerce (B.Com), Bachelor of Law (LL.B), Chartered Accountant (Rank Holder in the C.A. intermediate exam) and Company Secretary (Grad) by qualification. Further, Mr. Agarwal has undertaken Business Consultancy Studies Program and has a PG Diploma in Foreign Exchange and Risk Management.

He has an overall post qualification experience of about 36 years in Finance, Strategic planning, Commercials and Cost Control, Corporate Laws, Investments, Foreign Exchange and Risk Management, MIS, Taxation, Statutory Compliances, Audits, ERP Implementation, Joint ventures, Setting up overseas Wholly owned subsidiaries, expertise in Project financing and fund syndication, raising structured finance, ECBS, Private equity, adept in handling different types of audits including, Internal, Inspection, Concurrent, Statutory Audits and Corporate Governance, Hands-on experience in implementing internal controls / checks & balances to ensure compliance with all statutory regulations / requirements.



He is well-versed with all aspects of business functions of sales, marketing, procurement, exports, imports, shipping and logistics, legal and commercial aspects governing them. Experienced in improving operations, elevating business growth to maximize profits through designing, grooming assistants, implementing and enhancing ERPs thereby ensuring zero financial leakage, greater efficiency and profitability.

Currently, Mr. Agarwal also acts as an advisor to Promoters/entities engaged in the business of Road logistics, Shipping, bunkering, trading in petroleum products, manufacturing, trading etc.

Relevant details relating to re-appointment of Mr. Tarun Dinesh Agarwal (DIN: 01425732) as required by the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard - 2 on General Meetings issued by the ICSI are as follows:

Description	Details
Name of the Director	Mr. Tarun Dinesh Agarwal
DIN	01425732
Date of Birth and Age	Date of Birth: 09-01-1967 Age: 58 Years
Date of Original Appointment as Additional Non-Executive Independent Director	18-06-2025
Qualification	Bachelor of Commerce (B.Com), Bachelor of Law (LL.B), Chartered Accountant (Rank Holder in the C.A. intermediate exam) and Company Secretary (Grad) Further, Mr. Agarwal has undertaken Business Consultancy Studies Program and has a PG Diploma in Foreign Exchange and Risk Management.
Experience and Expertise	He has an overall post qualification experience of about 36 years in Finance, Strategic planning, Commercials and Cost Control, Corporate Laws, Investments, Foreign Exchange and Risk Management, MIS, Taxation, Statutory Compliances, Audits, ERP Implementation, Joint ventures, Setting up overseas Wholly owned subsidiaries, expertise in Project financing and fund syndication, raising structured finance, ECBS, Private equity, adept in handling different types of audits including, Internal, Inspection, Concurrent, Statutory Audits and Corporate Governance, Hands-on experience in implementing internal controls / checks & balances to ensure compliance with all statutory regulations / requirements.
Brief Resume	Mr. Agarwal is well-versed with all aspects of business functions of sales, marketing, procurement, exports, imports, shipping and logistics, legal and commercial aspects governing them. Experienced in improving operations, elevating business growth to maximize profits through designing, grooming assistants, implementing and enhancing ERPs

	<p>thereby ensuring zero financial leakage, greater efficiency and profitability.</p> <p>Currently, Mr. Agarwal also acts as an advisor to Promoters/entities engaged in the business of Road logistics, Shipping, bunkering, trading in petroleum products, manufacturing, trading etc.</p>
Number of Meetings of the Board attended during the year (FY 2024-2025)	NIL
List of Directorship held in all the Companies	<ol style="list-style-type: none"> 1. Ferro Tech India Private Limited 2. United Futuristic Trade Impex Private Limited 3. Sideco-Ferro Tech India Private Limited 4. Ferro Tech Magnetics & Alloys Private Limited 5. EFC Investment Advisors Private Limited 6. Synthiko Foils Limited
Membership/Chairmanship of Committees of Board of Directors in all the Companies	<ol style="list-style-type: none"> 1. Synthiko Foils Limited – Audit Committee – Chairperson 2. Synthiko Foils Limited – Nomination and Remuneration Committee – Chairperson 3. Synthiko Foils Limited - Stakeholders Relationship Committee – Chairperson
Listed entities from which the person has resigned in the past 3 years	NIL
Shareholding in the Company	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Not related to any other Director or Key Managerial Personnel of the Company.
Terms and Conditions of appointment/re-appointment	As per the Nomination, Remuneration & Board Diversity Policy of the Company as displayed on the Company's website i.e. www.synthikofoils.com and as per the explanatory statement given in item no. 3 of this Notice.
Details of the Remuneration last drawn from the Company (in FY 2024-25)	Not Applicable
Remuneration proposed	Not Applicable

None of the Directors, Key Managerial Personnel of the Company or their relatives (except Mr. Tarun Dinesh Agarwal) is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution. The Board recommends the Ordinary Resolution set forth in Item No. 3 for approval of the Members.

Item no. 4: To appoint Ms. Gayathri Srinivasan Iyer (DIN: 09054785) as Non-Executive Independent Director of the Company:

This is to inform you that



- (a) The Board of Directors (bases on the recommendation of Nomination & Remuneration Committee) appointed Ms. Gayathri Srinivasan Iyer (DIN: 09054785) as an additional director as well as Independent Director of the Company in the board meeting dated w.e.f 18th June. 2025.
- (b) Pursuant to Section 161 of the Companies Act, 2013, Ms. Gayathri Srinivasan Iyer (DIN: 09054785) holds office upto to the date of this Annual General Meeting
- (c) Ms. Gayathri Srinivasan Iyer (DIN: 09054785) has given her consent to act as a Director of the Company pursuant to Section 152 of the Companies Act, 2013. Ms. Gayathri Srinivasan Iyer (DIN: 09054785) has further confirmed that she is neither disqualified neither debarred from holding office of Director under Companies Act, 2013 or pursuant to any Order issued by SEBI.
- (d) The Board of Directors of the Company have recommended to regularize the appointment of Ms. Gayathri Srinivasan Iyer (DIN: 09054785) as an Independent Director of the Company

Brief profile of Ms. Gayathri Srinivasan Iyer (DIN: 09054785) is as follows:

Ms. Gayathri Srinivasan Iyer is an author, a Chartered Accountant, a Mentor and a Business Coach. She has been a Consulting entrepreneur for 25 years in taxation, budgeting, due diligence, and corporate strategy for more than 500 clients. She is the VP of Teachers are leaders Community where she has been mentoring people with passion to impact millions of live's. She has been associated with working with clients like IHCI, stock-holding Corporations, and other larger corporations.

She is an Author of "Strategies for Success". She has written a book for entrepreneurs in which she has narrated stories of her clients where she has been instrumental in helping them generate revenue for their business.

She has been working with Big 4 in the beginning of her career and has been instrumental in implementing processes and structuring for various MSME 's.

Relevant details relating to re-appointment of Ms. Gayathri Srinivasan Iyer (DIN: 09054785) as required by the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard - 2 on General Meetings issued by the ICSI are as follows:

Description	Details
Name of the Director	Ms. Gayathri Srinivasan Iyer
DIN	09054785
Date of Birth and Age	Date of Birth: 02-02-1972 Age: 53 Years
Date of Original Appointment as Additional Non-Executive Independent Director	18-06-2025
Qualification	Ms. Gayathri Srinivasan Iyer is an author, a Chartered Accountant, a Mentor and a Business Coach.
Experience and Expertise	She has been a Consulting entrepreneur for 25 years in taxation, budgeting, due diligence, and corporate strategy for more than 500 clients.
Brief Resume	Ms. Gayathri Srinivasan Iyer is the VP of Teachers are

	<p>leaders Community where she has been mentoring people with passion to impact millions of live's. She has been associated with working with clients like IHCI, stock-holding Corporations, and other larger corporations.</p> <p>She is an Author of "Strategies for Success". She has written a book for entrepreneurs in which she has narrated stories of her clients where she has been instrumental in helping them generate revenue for their business.</p>
<p>Number of Meetings of the Board attended during the year (FY 2024-2025)</p>	<p>NIL</p>
<p>List of Directorship held in all the Companies</p>	<ol style="list-style-type: none"> 1. EFC (I) Limited 2. TCC Concept Limited 3. EFC Limited 4. Brantford Limited 5. Whitehills Interior Limited 6. Capfin India Limited 7. Univa Foods Limited 8. EFC Investment Manager Private Limited 9. Synthiko Foils Limited 10. AGR Education Foundation 11. NES Data Private Limited
<p>Membership/Chairmanship of Committees of Board of Directors in all the Companies</p>	<ol style="list-style-type: none"> 1. EFC (I) Limited – Audit Committee – Chairperson 2. EFC (I) Limited – Stakeholders Relationship Committee – Member 3. EFC (I) Limited – Nomination and Remuneration Committee – Chairperson 4. EFC (I) Limited –Risk Management Committee – Member 5. TCC Concept Limited– Audit Committee – Chairperson 6. TCC Concept Limited– Stakeholders Relationship Committee – Member 7. Capfin India Limited – Audit Committee – Member 8. Capfin India Limited – Nomination and Remuneration Committee – Chairperson 9. Capfin India Limited– Stakeholders Relationship Committee – Member 10. Capfin India Limited –Risk Management Committee – Member 11. Univa Foods Limited– Audit Committee – Member 12. Univa Foods Limited– Nomination and Remuneration Committee – Member 13. Whitehills Interior Limited– Audit Committee –

	<p>Member</p> <p>14. Whitehills Interior Limited– Nomination and Remuneration Committee – Member</p> <p>15. Synthiko Foils Limited – Audit Committee – Member</p> <p>16. Synthiko Foils Limited – Nomination and Remuneration Committee – Member</p> <p>17. Synthiko Foils Limited - Stakeholders Relationship Committee – Member</p>
Listed entities from which the person has resigned in the past 3 years	NIL
Shareholding in the Company	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Not related to any other Director or Key Managerial Personnel of the Company.
Terms and Conditions of appointment/ re-appointment	As per the Nomination, Remuneration & Board Diversity Policy of the Company as displayed on the Company’s website i.e. www.synthikofoilsltd.com and as per the explanatory statement given in item no. 4 of this Notice.
Details of the Remuneration last drawn from the Company (in FY 2024-25)	Not Applicable
Remuneration proposed	Not Applicable

None of the Directors, Key Managerial Personnel of the Company or their relatives (except Ms. Gayathri Srinivasan Iyer) is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution. The Board recommends the Ordinary Resolution set forth in Item No. 4 for approval of the Members.

Item no. 5: To appoint Mr. Abhishek Narbaria (DIN: 01873087) as Managing Director of the Company:

This is to inform you that:

- (a) Mr. Abhishek Narbaria was appointed as Managing Director of the Company in the Board Meeting held on 18th June, 2025 for a period of 5 (five) Years w.e.f. 18th June, 2025 up to 17th June, 2030;
- (b) Since Mr. Abhishek Narbaria was appointed as Additional Director in the Board Meeting held on 18th June, 2025, based on recommendation of board of directors and subject to ratification of re-appointment by shareholders in the ensuing Annual General Meeting, resolution is put to vote for appointment of Mr. Abhishek Narbaria for the period of 5 (five) years w.e.f. 18th June, 2025 up to 17th June, 2030 on such terms and conditions as mentioned in the resolution mentioned in this notice.
- (c) Approval of the shareholders is, therefore, being sought for appointment of Mr. Abhishek Narbaria as Managing Director of the company as specified in the resolution.

Broad particulars of the terms of appointment of Mr. Abhishek Narbaria are as under:

1. **Tenure of appointment:** 5 years effective from June 18, 2025 to June 17, 2030
2. **Remuneration:** Mr. Abhishek Narbaria will be entitled for the remuneration, which shall not exceed the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
3. **Other Perquisites of the Whole-Time Director (WTD) which does not form part of salary:**

In line with point no. 2 Managing Director will, in addition to remuneration, be entitled to the following perquisites, subject to the applicable provisions of the Companies Act, 2013, and any rules made thereunder:

- a. **Leave:** Leave entitlement shall be as per the Company's rules, as may be specified from time to time.
- b. **Contribution to Funds:** Contributions to Provident Fund, Superannuation Fund, or Annuity Fund shall not be included in the computation of the ceiling on perquisites, to the extent that such contributions, either singly or in aggregate, are not taxable under the provisions of the Income-tax Act, 1961, or any statutory modification(s) or re-enactment(s) thereof.
- c. **Gratuity:** Gratuity shall be payable in accordance with the provisions of the Payment of Gratuity Act, 1972, or any statutory modification(s) or re-enactment(s) thereof.
- d. **Leave Encashment:** Encashment of leave at the end of the tenure shall not be included in the computation of the ceiling on perquisites.
- e. **Use of Car and Mobile:** Provision of a car for use on the Company's business and reimbursement of office mobile expenses or provision of a mobile connection for official use shall not be considered as perquisites. However, personal use of the car or mobile shall be recovered by the Company.
- f. **Medical Insurance:** Coverage under the Company's Group Medical Insurance Scheme, as applicable to senior executives of the Company, shall be extended to the Whole-Time Director and his family.

Relevant details relating to re-appointment of Mr. Abhishek Narbaria (DIN: 01873087) as required by the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard - 2 on General Meetings issued by the ICSI are as follows:

Description	Details
Name of the Director	Mr. Abhishek Narbaria
DIN	01873087
Date of Birth and Age	Date of Birth: 22-10-1983 Age: 41 Years
Date of Original Appointment as Additional	18-06-2025

Managing Director	
Qualification	Masters in Computer Science
Experience and Expertise	Mr. Abhishek Narbaria is a technocrat entrepreneur with over 22 years of experience in developing and shaping organizations in Real Estate, Datacentre Infrastructure and IT & ITes sectors in India.
Brief Resume	<p>Mr. Narbaria has co-founded and successfully operated multiple ventures across diverse sectors. These include Elves Technology Private Limited., an IT services company that developed SaaS products such as “Classified 11” and “EOL World – Education Online”; EFC (I) Limited, a managed and serviced office space operator and TCC Concept Limited, a software company and data centre (co-location) infrastructure provider. His contributions have been instrumental in the growth and success of these organizations.</p> <p>Mr. Narbaria brings over 15 years of extensive experience in the real estate sector in India. Under the banner of EFC, he successfully developed over 2 million sq. ft. of commercial office space across major cities in India, including Pune, Mumbai, Chennai, Hyderabad, Kolkata, Delhi-NCR, and Ahmedabad. These office spaces were leased as serviced office spaces, following their design and development as fully furnished facilities with complete fitment of furniture and fixtures. Mr. Narbaria is brain behind new-age business solutions TryThat.ai, Brantford and NES Data Centre. He is successfully running them under holding company TCC Concept Limited, listed on BSE Limited.”</p>
Number of Meetings of the Board attended during the year (FY 2024-2025)	NIL
List of Directorship held in all the Companies	<ol style="list-style-type: none"> 1. EFC (I) Limited 2. TCC Concept Limited 3. Synthiko Foils Limited 4. ALTRR Software Services Limited 5. Capfin India Limited 6. DC&T Global Private Limited 7. NES Data Private Limited 8. EFC Investment Advisors Private Limited 9. EFC Investment Manager Private Limited

	10. Whitehills Interior Limited 11. Brantford Limited 12. BESS Limited
Membership/Chairmanship of Committees of Board of Directors in all the Companies	1. Capfin India Limited – Audit Committee – Member 2. Capfin India Limited – Stakeholder Relationship Committee – Member 3. Capfin India Limited – Risk Management Committee – Chairperson 4. Whitehills Interior Limited - Audit Committee – Chairperson 5. Whitehills Interior Limited - Nomination and Remuneration Committee – Member
Listed entities from which the person has resigned in the past 3 years	NIL
Shareholding in the Company	1,81,940 equity shares
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Not related to any other Director or Key Managerial Personnel of the Company.
Terms and Conditions of appointment/re-appointment	As per the Nomination, Remuneration & Board Diversity Policy of the Company as displayed on the Company's website i.e. www.synthikofoilsltd.com and as per the explanatory statement given in item no. 5 of this Notice.
Details of the Remuneration last drawn from the Company (in FY 2024-25)	Not Applicable
Remuneration proposed	As mentioned in the explanatory statement given in item no. 5 of this Notice.

Pursuant to Section 190 of the Act, a copy of the draft agreement proposed to be executed by the Company with the Managing Director is available for inspection without any fee by the members up to the date of this Meeting. Members seeking to inspect such documents can send an e-mail to foilslimited@rediffmail.com

Other than Mr. Abhishek Narbaria and his immediate relatives, being appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5

Item no. 6: To appoint Mr. Umesh Kumar Sahay (DIN: 01733060) a Non-Executive Non- Independent Director of the Company:

This is to inform you that

- (a) The Board of Directors (bases on the recommendation of Nomination & Remuneration Committee) appointed Mr. Umesh Kumar Sahay (DIN: 01733060) as an additional director of the Company in the board meeting dated 18th June. 2025.
- (b) Pursuant to Section 161 of the Companies Act, 2013, Mr. Umesh Kumar Sahay (DIN: 01733060) holds

office upto to the date of this Annual General Meeting.

- (c) Mr. Umesh Kumar Sahay (DIN: 01733060) has given his consent to act as a Director of the Company pursuant to Section 152 of the Companies Act, 2013. Mr. Umesh Kumar Sahay (DIN: 01733060) has further confirmed that he is neither disqualified neither debarred from holding office of Director under Companies Act, 2013 or pursuant to any Order issued by SEBI.
- (d) The Board of Directors of the Company have recommended to regularize the appointment of Mr. Umesh Kumar Sahay (DIN: 01733060) as a Non-Executive Non-Independent Director of the Company.

Brief profile of Mr. Umesh Kumar Sahay (DIN: 01733060) is as follows:

Mr. Umesh Kumar Sahay is a first-generation entrepreneur with over 20 years of experience in building and developing organizations from the ground up. His expertise spans across the Real Estate, Data Centre Infrastructure, and IT & ITES sectors in India, where he has consistently demonstrated visionary leadership and a strategic approach to business growth.

Mr. Sahay demonstrated his entrepreneurial acumen at a very early stage in life. At the age of 18, while still pursuing his graduation, he founded “Welken Electro Mechanical”, a venture focused on manufacturing UPS inverters. He successfully supplied these products to markets across North India, showcasing his business foresight and determination from the outset.

Mr. Sahay has co-founded and successfully operated multiple ventures across diverse sectors. These include Elves Technology Pvt. Ltd., an IT services company that developed SaaS products such as “Classified 11” and “EOL World – Education Online”; EFC (I) Limited, a managed and serviced office space operator and TCC Concept Limited, a software company and data centre (co-location) infrastructure provider. His contributions have been instrumental in the growth and success of these organizations.

Mr. Sahay brings over 15 years of extensive experience in the real estate sector in India. Under the banner of EFC, he successfully developed over 2 million sq. ft. of commercial office space across major cities in India, including Pune, Mumbai, Chennai, Hyderabad, Kolkata, Delhi-NCR, and Ahmedabad. Mr. Sahay has pioneered the growth of EFC in the real estate sector by establishing a unique category known as “Real Estate as a Service” (RaaS). Additionally, he achieved a significant milestone by getting EFC (I) Limited listed on BSE Limited and National Stock Exchange (NSE), making it the first profit-making company in this domain to be listed on an Indian stock exchange.

Mr. Sahay has established new-age business solutions with brands like TryThat.ai, Brantford and NES Data Centre under the holding Company of TCC Concept Limited.

Mr. Sahay has completed his post-graduation in Masters in Business Administration (MBA) from Pune.

Relevant details relating to re-appointment of Mr. Umesh Kumar Sahay (DIN: 01733060) as required by the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard - 2 on General Meetings issued by the ICSI are as follows:

Description	Details
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Name of the Director	Mr. Umesh Kumar Sahay
DIN	01733060
Date of Birth and Age	Date of Birth: 24-10-1983 Age: 41 Years
Date of Original Appointment as Additional Non-Executive and Non-Independent Director	18-06-2025
Qualification	MBA(Agribusiness Management)
Experience and Expertise	Mr. Umesh Kumar Sahay is a first-generation entrepreneur with over 20 years of experience in building and developing organizations from the ground up. His expertise spans across the Real Estate, Data Centre Infrastructure, and IT & ITES sectors in India, where he has consistently demonstrated visionary leadership and a strategic approach to business growth.
Brief Resume	<p>Mr. Sahay demonstrated his entrepreneurial acumen at a very early stage in life. At the age of 18, while still pursuing his graduation, he founded “Welken Electro Mechanical”, a venture focused on manufacturing UPS inverters. He successfully supplied these products to markets across North India, showcasing his business foresight and determination from the outset.</p> <p>Mr. Sahay has co-founded and successfully operated multiple ventures across diverse sectors. These include Elves Technology Pvt. Ltd., an IT services company that developed SaaS products such as “Classified 11” and “EOL World – Education Online”; EFC (I) Limited, a managed and serviced office space operator and TCC Concept Limited, a software company and data centre (co-location) infrastructure provider. His contributions have been instrumental in the growth and success of these organizations.</p> <p>Mr. Sahay brings over 15 years of extensive experience in the real estate sector in India. Under the banner of EFC, he successfully developed over 2 million sq. ft. of commercial office space across major cities in India, including Pune, Mumbai, Chennai, Hyderabad, Kolkata, Delhi-NCR, and Ahmedabad. Mr. Sahay has pioneered the growth of EFC in the real estate sector by establishing a unique category known as “Real Estate as a Service” (RaaS). Additionally, he achieved a significant milestone by getting EFC (I) Limited listed on BSE Limited and National Stock Exchange (NSE), making it the first</p>

	<p>profit-making company in this domain to be listed on an Indian stock exchange.</p> <p>Mr. Sahay has established new-age business solutions with brands like TryThat.ai, Brantford and NES Data Centre under the holding Company of TCC Concept Limited.</p> <p>Mr. Sahay has completed his post-graduation in Masters in Business Administration (MBA) from Pune.</p>
Number of Meetings of the Board attended during the year (FY 2024-2025)	NIL
List of Directorship held in all the Companies	<ol style="list-style-type: none"> 1. EFC (I) Limited 2. TCC Concept Limited 3. Synthiko Foils Limited 4. Capfin India Limited 5. DC&T Global Private Limited 6. EFC Investment Advisors Private Limited 7. EFC Investment Manager Private Limited 8. Whitehills Interior Limited 9. BESS Limited 10. Forty Two Ventures Limited
Membership/Chairmanship of Committees of Board of Directors in all the Companies	<ol style="list-style-type: none"> 1. Capfin India Limited – Nomination and Remuneration Committee – Member 2. Capfin India Limited – Stakeholder Relationship Committee – Chairperson 3. Capfin India Limited – Risk Management Committee – Member 4. Synthiko Foils Limited – Stakeholder Relationship Committee – Member
Listed entities from which the person has resigned in the past 3 years	NIL
Shareholding in the Company	7,27,763 equity shares
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Not related to any other Director or Key Managerial Personnel of the Company.
Terms and Conditions of appointment/re-appointment	As per the Nomination, Remuneration & Board Diversity Policy of the Company as displayed on the Company's website i.e. www.synthikofoilsltd.com and as per the explanatory statement given in item no. 6 of this Notice.
Details of the Remuneration last drawn from the Company (in FY 2024-25)	Not Applicable
Remuneration proposed	Not Applicable

None of the Directors, Key Managerial Personnel of the Company or their relatives (except Mr.

Umesh Kumar Sahay) is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution. The Board recommends the Ordinary Resolution set forth in Item No. 6 for approval of the Members.

Item no. 7: To appoint Mr. Nikhil Dilipbhai Bhuta (DIN: 02111646) a Non-Executive Non- Independent Director of the Company:

This is to inform you that

- (a) The Board of Directors (bases on the recommendation of Nomination & Remuneration Committee) appointed Mr. Nikhil Dilipbhai Bhuta (DIN: 02111646) as an additional director of the Company in the board meeting dated w.e.f 18th June. 2025.
- (b) Pursuant to Section 161 of the Companies Act, 2013, Mr. Nikhil Dilipbhai Bhuta (DIN: 02111646) holds office upto to the date of this Annual General Meeting
- (c) Mr. Nikhil Dilipbhai Bhuta (DIN: 02111646) has given his consent to act as a Director of the Company purusant to Section 152 of the Companies Act, 2013. Nikhil Dilipbhai Bhuta (DIN: 02111646) has further confirmed that he is neither disqualified neither debarred from holding office of Director under Companies Act, 2013 or pursuant to any Order issued by SEBI.
- (d) The Board of Directors of the Company have recommended to regularize the appointment of Mr. Nikhil Dilipbhai Bhuta (DIN: 02111646) as an Non-Executive Non-Independent Director of the Company

Brief profile of Mr. Nikhil Dilipbhai Bhuta (DIN: 02111646) is as follows:

Mr. Nikhil Bhuta is a qualified Chartered Accountant with over 25 years of entrepreneur experience. Mr. Bhuta has extensive exposure to various industries and assumed various functional positions, such as Chief Financial Officer, Country Head and Chief Executive Officer of different businesses.

Mr. Bhuta has participated and contributed in development of various businesses; including Real Estate Industries, Infrastructure, Hospitality, Agritech, Mining, Oil & Gas, etc. across various parts of the World.

Mr. Bhuta has specific experience of more than 10 years in the Real Estate Industries, where he had been involved in some of the landmark projects as listed below:

- Development of 8 acres of land into residential complexes in the city of Mumbai
- Reclamation & Development of 1 million sq. ft. of land for development of a township in East Africa, called "Horn of Africa"
- Development of 4 Start Hotel Property in North Goa with total capacity of 110 rooms
- Worked extensively with PMC, Designers, Structural Engineers for developing a 250 acres of land for a potential 7 star hotel property
- Developed 500,000 sq. ft. of infrastructure for storage of petroleum products in East Africa
- Contributed in strategic growth, raising finance and setting up the strong compliance team for operation and management of the Managed Office Business for EFC Group of Companies.



Mr. Bhuta has successfully raised capital on Indian (BSE), Canadian (TSX) and London (AIM) stock exchanges for various businesses to which he was part during his entrepreneurial journey, namely; 1) JB Indonesia Coal Mining Limited on AIM, London Stock Exchange, UK, 2) Djibouti Hydrocarbons Limited on TSX, Toronto Stock Exchange, Canada, 3) EFC (I) Limited, BSE, Bombay Stock Exchange, India and 4) TCC Concepts Limited, Bombay Stock Exchange, India. Also executed Term Sheet with SoftBank, Japan for raising capital for iMandi Pte Ltd (Agritech Platform in JV with IFFCO).

Mr. Nikhil Bhuta is currently Whole-Time Director of EFC (I) Limited, one of the managed/ flex office operators with highest market capitalization on Bombay Stock Exchange in India.

Relevant details relating to re-appointment of Mr. Nikhil Dilipbhai Bhuta (DIN: 02111646) as required by the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard - 2 on General Meetings issued by the ICSI are as follows:

Description	Details
Name of the Director	Mr. Nikhil Dilipbhai Bhuta
DIN	02111646
Date of Birth and Age	Date of Birth: 16-10-1977 Age: 47 Years
Date of Original Appointment as Additional Non-Executive and Non-Independent Director	01-10-2022
Qualification	Chartered Accountant
Brief Resume	Mr. Nikhil Bhuta is a qualified Chartered Accountant with over 26 years of entrepreneurial and leadership experience across industries such as Real Estate, Infrastructure, Hospitality, Agritech, Mining, and Oil & Gas. He has held key positions including CFO, Country Head, and CEO, and has successfully executed landmark projects in India and overseas. Mr. Bhuta has also raised capital on leading exchanges such as BSE, TSX, and AIM, and contributed to the strategic growth of several businesses.
Experience and Expertise	More than twenty six years of experience in the field of Industry, Business, Finance, Corporate Management.
List of Directorship held in all the Companies	<ol style="list-style-type: none">1. EFC (I) Limited2. TCC Concept Limited3. Synthiko Foils Limited4. Ek Design Industries Limited5. Forty Two Ventures Limited6. BESS Limited7. EFC Limited8. EFC Estate Private Limited9. EFC Investment Advisors Private Limited10. EFC Investment Manager Private Limited11. S. Mohanlal Cargo Container Private Limited

	<p>12. Indian Shipping Container Manufacturers Association</p> <p>13. Voxtur Bio Limited</p> <p>14. Finsetu Technologies Private Limited</p>
Membership/Chairmanship of Committees of Board of Directors in all the Companies	<p>1. EFC(I) Limited– Stakeholder Relationship Committee – Member</p> <p>2. EFC (I) Limited – Audit Committee – Member</p> <p>3. EFC (I) Limited- Risk Management Committee- Member</p> <p>4. TCC Concept Limited - Audit Committee – Member</p> <p>5. TCC Concept Limited –Stakeholder Relationship Committee – Member</p> <p>6. TCC Concept Limited –Nomination Remuneration Committee – Member</p> <p>7. Synthiko Foils Limited – Audit Committee - Member</p> <p>8. Synthiko Foils Limited – Nomination Remuneration Committee - Member</p> <p>9. Synthiko Foils Limited – Stakeholder Relationship Committee - Member</p>
Listed entities from which the person has resigned in the past 3 years	Univa Foods Limited on 28-06-2024
Shareholding in Company	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Not related to any other Director or Key Managerial Personnel of the Company.
Terms and Conditions of appointment/ re-appointment	As per the Nomination, Remuneration & Board Diversity Policy of the Company as displayed on the Company’s website i.e. www.synthikofoilsltd.com and as per the explanatory statement given in item no. 7 of this Notice.
Details of the Remuneration last drawn from the Company (in FY 2024-25)	Not Applicable
Remuneration proposed	Not Applicable

None of the Directors, Key Managerial Personnel of the Company or their relatives (except Mr. Nikhil Dilipbhai Bhuta) is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution. The Board recommends the Ordinary Resolution set forth in Item No. 7 for approval of the Members.

Item no. 8: To Consider And Approve The Increase In Borrowing Limit Under Section 180 Of The Companies Act, 2013:

Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies



banker in ordinary course of business, beyond the paid –up capital, free reserves and securities premium of the Company, only if the same is approved by the Members of the Company.

Considering the current business plan and growing fund requirement for expansion of business, the company may cross anytime limit of borrowing as specified under Section 180(1)(c) of the Companies Act, 2013. So, to comply provision of Section 180 (1) (c) of the Act, company needs to obtain approval of members by way of Special Resolution.

Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid –up capital, free reserve and securities premium i.e. up to Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores Only).

Further, as per the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the shareholders is obtained by way of a Special Resolution.

In connection with the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company.

Further, upon occurrence of default under the relevant loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

Accordingly, the Board recommends the Special Resolution set forth in Item No. 8 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommend the Special Resolution for approval by the members.

Item no. 9: To approve Loans, Investments, Guarantee or Security under section 185 of Companies Act, 2013:

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company would be unable to extend financial assistance by way of loan, guarantee or security to other entities in the group.



In the light of provisions of Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The members may note that the Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in group up to an aggregate sum of Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores Only).

Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board of Directors recommend the resolution as set out at Item No. 9 for approval of members as Special resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Item no. 10: To make Loans or Investment(s) or Provide Security and Guarantee in excess of the prescribed limits under section 186 of the Companies Act, 2013:

As a part of its business strategy, the Company may be required to invest the funds of the Company or provide loan security and/or guarantee in furtherance of its business objectives or to carry out its business operations.

The said investment/ Loan/ securities and/or guarantee taken together may at any time exceed the limits defined under Section 186 of the Companies Act, 2013. In terms of the provisions of section 186 of the Companies Act, 2013, authority to the Board of Directors of the Company to give loan(s), give guarantee(s), provide security(ies) and to make investment(s) together with loan(s) / guarantee(s) / security(ies) already given and investments already made by the Company to other body corporate(s) or person(s) or bank(s) or other financial institution(s) in the ordinary course of business exceeding the prescribed limits i.e. i) sixty per cent of the aggregate of the paid-up share capital its free reserves and securities premium account of the Company or ii) hundred per cent of its free reserves and securities premium account of the Company whichever is more needs prior approval of shareholders of the Company by means of a special resolution.

Accordingly, present resolution is proposed for approval of the members to authorize the Board of Directors of the Company to:

- (a) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate provided that the aggregate amount of such

loan investment and guarantee outstanding at any time shall not exceed Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores Only) and

(b) Make investment and acquire by way of subscription, purchase or otherwise securities of any other body corporate by cash or swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores Only).

which exceeds the prescribed ceiling under Section 186 of the Companies Act 2013.

The Board of Directors recommend the resolution as set out at Item No. 10 for approval of members as Special resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Item no. 11 and 12: To approve the consolidation of share capital and alteration of memorandum of association

The present Authorised Share Capital of the Company is Rs. 1,00,00,000 (Rupees One Crore) divided into 20,00,000 (Twenty Lakhs) equity shares of Rs.5/-(Rupees Five) each.

The Board of Directors of the Company, at its meeting held on 4 September, 2025, has approved, subject to the approval of the members and such other statutory and regulatory approvals as may be required, the consolidation of the equity shares of the Company, whereby every 2 (Two) equity shares of the face value of Rs. 5 (Rupees Five only) each shall be consolidated into 1 (one) equity share of the face value of Rs. 10 (Rupees Ten only) each. The proposed consolidation will not result in any change in the aggregate share capital of the Company or in the percentage shareholding of any member. The consolidation is expected to, inter alia, enhance the corporate image of the Company, improve the perception of its equity shares in the market, facilitate participation by institutional investors, minimize undue volatility associated with low-denomination shares, and provide administrative convenience in relation to future corporate actions and shareholder servicing.

Pursuant to Section 61(1)(b) of the Companies Act, 2013, a company may consolidate its share capital into shares of a larger amount, subject to approval of the members by way of an Ordinary Resolution. Consequent upon consolidation, Clause V of the Memorandum of Association of the Company, relating to Share Capital, is also required to be altered.

The Board of Directors recommends the passing of the resolution as set out at item no 11 and 12 in the Notice as an Ordinary Resolution.

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

Item no. 13: To consider shifting of Registered Office of Company from Mumbai to Pune:

As members are aware, there has been a recent change in the Promoters of the Company, as approved by the Securities and Exchange Board of India (SEBI). The new Promoters are based in Pune. In view of operational convenience and administrative efficiency, it is proposed to shift the Registered Office of the Company from Mumbai to Pune.

This relocation is in the best interest of the Company, its shareholders, and all other stakeholders. It will not, in any manner, adversely affect the interests of the public, shareholders, creditors, or employees of the Company. On the contrary, the shifting of the Registered Office is expected to enhance operational efficiency, streamline administrative processes, facilitate faster decision-making, and result in cost savings. These factors are anticipated to contribute positively to the long-term financial position of the Company.

In accordance with the provisions of Section 12 read with Section 13 of the Companies Act, 2013, the proposed shifting of the Registered Office from Mumbai (under the jurisdiction of the Registrar of Companies, Mumbai) to Pune (under the jurisdiction of the Registrar of Companies, Pune), though within the same state of Maharashtra, requires:

Approval of the Members by way of a Special Resolution; and

Approval from the Regional Director, Western Region, Mumbai.

Upon receipt of Members' approval, an application under Section 12 of the Companies Act, 2013 will be submitted to the Regional Director, Western Region, seeking approval for the change in the Registered Office and the consequential amendment to Clause II of the Memorandum of Association of the Company.

Following the Regional Director's approval, the Registered Office of the Company will formally stand shifted from the jurisdiction of the Registrar of Companies, Mumbai to that of the Registrar of Companies, Pune.

In terms of Section 12, 13 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 made thereunder, shifting of the Registered Office within the same State from the jurisdiction of one Registrar of Companies to the jurisdiction of another Registrar of Companies and alteration of the Memorandum of Association requires the approval of Members by way of Special Resolution.

The Board recommends the resolution mentioned at item no. 13 of the accompanying notice for the approval of the Members as Special Resolution.



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

Registered Office:

84\1 84\2 Jamsar Roadjawhar, Thane,
401603.

Corporate Office:

Unit-1, 2nd Floor, B Wing, Godrej Eternia,
Corporation Colony, Shivajinagar, Pune
411005.

Date: September 4, 2025

Place: Pune

E-mail: foilslimited@rediffmail.com

Website: www.synthikofoilsLtd.com

Contact No.: +91 7709003343

By Order of the Board
For Synthiko Foils Limited

Sd/-
Abhishek Narbaria
Managing Director
(DIN: 01873087)