

## NOTICE

**NOTICE** is hereby given that the **Extraordinary General Meeting (EOGM)** of the members of **Suncity Synthetics Ltd.** will be held on **Thursday, 30th April, 2026 at 2:00 P.M.** through Video-conference (VC)/ Other Audio-Visual Means (OAVM), to transact the following business(es):

### **1. INCREASE IN AUTHORISED SHARE CAPITAL:**

To consider 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 13(1) read with Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or reenactment thereof) and rules made thereunder, the Authorised Share Capital of the Company be and is hereby increased **from the existing** Rs. 7,00,00,000 (Rupees Seven crores Only) divided into 70,00,000 (Seventy Lakhs) Equity shares of Rs 10/- each **to** Rs. 8,00,00,000 /- (Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** the following Clause be substituted for Clause 5 of the Memorandum of Association of the Company:

*"5. The Authorised Share Capital of the Company is Rs. 8,00,00,000 /- (Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each. The Company has power from time to time to increase, or reduce its capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provision for the time being, in force in that behalf."*

**RESOLVED FURTHER THAT** any Directors of the Company and Company Secretary of the Company be and are hereby severally authorized to sign necessary e-forms and returns and other documents and to do all such acts, deeds and things as may be necessary or incidental to give effect to the above resolutions and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable."

### **2. ISSUE AND ALLOTMENT OF 30,00,000 EQUITY SHARES TO THE PROMOTER & NON-PROMOTERS GROUP ON A PREFERENTIAL BASIS:**

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

The Company has filed an application for reduction of share capital, which is presently pending before the Hon'ble National Company Law Tribunal (NCLT) for approval and necessary directions.

*The proposed preferential issue of shares is independent of the aforesaid reduction of capital and does not form part of the ongoing petition before the NCLT, being Company Petition No. 250/MB/2025.*

*Further, the proposed allotment is not contingent upon, nor subject to, any corporate action arising out of the said reduction of capital proceedings.*

For the purpose of the preferential allotment, the Company has considered the post-reduction capital structure, wherein the paid-up share capital stands at ₹9,89,160, comprising 98,916 equity shares of ₹10 each.

Pursuant to the proposed preferential allotment, the paid-up share capital of the Company shall increase to 30,98,916 equity shares of ₹10 each (or such price as may be determined in accordance with the provisions of the SEBI (ICDR) Regulations, 2018).

Accordingly, upon completion of the preferential issue and subject to necessary approvals, the paid-up share capital of the Company shall stand at ₹3,09,89,160, comprising 30,98,916 equity shares of ₹10 each.

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the Stock Exchange where the shares of the Company are listed (“Stock Exchange”), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the Members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, upto 30,00,000 (Thirty Lakhs) Equity Shares at a price of Rs. 10/- per Equity Share (“Equity Share Issue Price”) of the face value of Rs. 10/- (Rupees Ten Only) each of the Company, for an amount upto 3,00,00,000/- (Rupees Three Crores only) to, the below mentioned persons (“Proposed Allottee/s”) for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations, 2018 and SEBI

Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

Sr. No.	Name of Allottees	Category	No. of Equity Shares (up to)	Investment amount (up to in Rs)
1	Sumita Mishra	Promoter	15,14,000	1,51,40,000
2	Bharat Kumar Mardia	Non-promoter	1,40,000	14,00,000
3	Devendra Batukanath Shukla	Non-promoter	1,40,000	14,00,000
4	Saroj Kumar Choudhury	Non-promoter	1,40,000	14,00,000
5	Nirav Dahyabhai Vekariya	Non-promoter	1,47,000	14,70,000
6	Dobariya Hardik Bholabhai	Non-promoter	1,47,000	14,70,000
7	Khushal Prakashbhai Talaviya	Non-promoter	1,47,000	14,70,000
8	Chirag Sachapara	Non-promoter	1,47,000	14,70,000
9	Thummar Hardik Dineshbhai	Non-promoter	1,28,000	12,80,000
10	Manas Dash	Non-promoter	1,40,000	14,00,000
11	Manas Ranjan Palo	Non-promoter	1,24,000	12,40,000
12	Sachin Shankar Shivgan	Non-promoter	86,000	8,60,000
<b>TOTAL</b>			<b>30,00,000</b>	<b>3,00,00,000</b>

**RESOLVED FURTHER THAT** For the purpose of this preferential allotment, the Company has considered the post-reduction capital structure, of ₹9,89,160, comprising 98,916 equity shares of ₹10 each.

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations the "Relevant Date" for the purpose of calculating the floor price for the issue of Equity Share be and is hereby fixed as **Monday, 30<sup>th</sup> March, 2026**, being the date 30 days prior to the date of Extra-Ordinary General Meeting i.e. **Thursday, 30<sup>th</sup> April, 2026**.

**RESOLVED FURTHER THAT** this preferential issue of 30,00,000 equity shares of face value of Rs. 10/- each aggregating to Rs. 3,00,00,000 (Rupees Three Crores) be independent of the reduction of capital of the ongoing Company Petition bearing No. 250/MB/2025 before the NCLT, Mumbai and the proposed allotment of the aforesaid share shall not contingent upon, nor subject to, any corporate action arising out of the said reduction of capital proceedings.

**RESOLVED FURTHER THAT** the consent of the Members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof) to deploy the unutilized funds raised through the preferential issue by way of deposits carrying an interest rate not less than 9% per annum with any bank or non-banking financial company (NBFC), or to reallocate and utilize such unutilized funds for the objects specified in the explanatory statement and objects of the preferential issue, in such manner as the Board may, in its absolute discretion, deem fit and in the best interest of the Company.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions:

- a) The Equity shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company (post reduction capital) in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- b) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to BSE and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals;
- c) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time;
- d) The entire pre-preferential equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations;
- e) The Equity Shares to be allotted shall be subject to locked in for such period as specified in the provisions of Chapter V of SEBI ICDR Regulations and any other applicable law for the time being in force;
- f) The Equity Shares to be issued & allotted to the Proposed Allottees pursuant to the Preferential Issue shall be listed and traded on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be;
- g) The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder;
- h) The Proposed Allottees shall, on or before the date of allotment of equity shares, pay an amount equivalent to 100% of the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI ICDR Regulations;
- i) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottees;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares, to issue certificates/ clarifications on the issue and allotment Equity Shares, including making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies (ROC), National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Shares to the respective dematerialized securities account of the proposed allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.

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

3. **ALTERATION OF MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY :**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 4 and 13 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, sanctions, and permissions as may be required from the appropriate statutory authorities, the consent of the Members of the Company be and is hereby accorded for the amendment of the Main Object Clause, being Clause 3(a) of the Memorandum of Association (“MOA”) of the Company, by insertion of Clause 3 (a) (2) and Clause 3 (a) (3) immediately after the existing Clause 3 (a) (1) and from Clause No. 3 (b) all clauses be renumbered accordingly.

Alteration of Main Object Clause of the Memorandum of Association of the Company by insertion of Clause 3 (a) (2) and Clause 3 (a) (3) after existing Clause 3 (a) (1):-

2. To carry on the business of acquisition, purchase, sale, lease, exchange, development, and dealing in land, buildings, and other immovable properties, and to plan, design, construct, develop, and maintain residential, commercial, industrial, and mixed-use projects, including townships and complexes; to undertake and execute infrastructure projects such as roads, bridges, highways, drainage systems, water supply, power, and other public utilities; and to act as

builders, contractors, developers, consultants, and project managers, and to engage in all activities incidental or ancillary thereto, including joint ventures, financing, and provision of amenities and services necessary for integrated development, in accordance with the object clause which defines the scope and permissible activities of the company under its Memorandum of Association.

3. To carry on all or any of the business of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, factors and shippers of and wholesale and retail dealers in all type of goods, wares, produce, products, commodities, handicrafts and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient whether in India or abroad.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with MCA or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**REGISTERED OFFICE:**

B-129 Ansa Industrial Estate, Saki Vihar Road, Near Sakinaka, Andheri (East), Mumbai, Maharashtra, India, 400072.

CIN: L17110MH1988PLC454234,

**Email :** [suncitysyntheticlimited@gmail.com](mailto:suncitysyntheticlimited@gmail.com)

**Website:** [www.suncitysyntheticltd.in](http://www.suncitysyntheticltd.in)

**For and on behalf of  
Suncity Synthetics Limited**

**Sd/-**

**Sumita Mishra  
Managing Director  
DIN: 00207928**

**Date: 6<sup>th</sup> April, 2026  
Place: Mumbai**

## NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of Item Nos. 1 to 3 of the accompanying Notice, is annexed hereto.
2. Ministry of Corporate Affairs ("MCA") *vide* its General Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject ("MCA Circulars") and SEBI *vide* its Circular No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars"), have permitted to conduct the General Meeting virtually, without physical presence of Members at a common venue.

In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the EGM of the Company is being held virtually.

The Notice convening this EGM is being sent by electronic mode to those Members whose e-mail address is registered with the Company/Depositories, unless a Member has specifically requested for a physical copy of the same. Members may kindly note that the Notice convening this EGM will also be available on the Company's website [www.suncitysyntheticsltd.in](http://www.suncitysyntheticsltd.in), website of the Stock Exchanges i.e. BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com) and on the website of Central Depository Services (India) Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com). The Company will also publish an advertisement in the newspapers containing details of the EGM and other relevant information for Members *viz.* manner of registering e-mail Id., Cut-off date for e-voting, Day, Date and time of commencement and end of remote e-Voting, etc.

3. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Any person who is not a member post cut-off date should treat this notice for information purposes only.
6. 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 only shall be entitled to avail the facility of remote e-voting as well as E- voting at the EGM.
7. Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding shares as of the cut-off date, i.e., Thursday, 23<sup>rd</sup> April, 2026, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

or to the Registrar and Share Transfer Agent (RTA). Company has availed Video Conferencing Facility (VC) from Purva Sharegistry (India) Pvt. Ltd. However, if he/she is already registered with Central Depository Services (India) Limited (CDSL) for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

8. CS Suprabhat Chakraborty - Practicing Company Secretary (Membership No. A41030 CP No: 15878) vide Board Resolution dated 20<sup>th</sup> March, 2026 has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
9. The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.
10. The Results shall be declared after the EGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. [www.suncitysyntheticsltd.in](http://www.suncitysyntheticsltd.in) and on the website of CDSL within 2 (Two) working days of passing of the resolutions at the EGM of the Company and the same will also be communicated to the Stock Exchanges.
11. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
12. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories and a letter providing the web-link, including the exact path, where complete details of the Notice is available to those shareholders(s) who have not so registered. Members may note that the Notice will also be available on the Company's website [www.suncitysyntheticsltd.in](http://www.suncitysyntheticsltd.in) websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). The Company will also be publishing an advertisement in newspaper containing the details about the EGM i.e. the conduct of EGM through VC/ OAVM, date and time of EGM, availability of notice of EGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular the Notice of the EGM and the Instructions for e-Voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants. Members may also note that the Notice convening the EGM is also available on the Company's website [www.suncitysyntheticsltd.in](http://www.suncitysyntheticsltd.in) websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL (agency for providing the Remote e-Voting facility) [www.evotingindia.com](http://www.evotingindia.com).

14. The Members can join the EGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
15. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
17. The Registers maintained under Section 170 & 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection till the conclusion of EGM by the members based on the request being sent on [suncitysyntheticlimited@gmail.com](mailto:suncitysyntheticlimited@gmail.com).
18. Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.
19. As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.
20. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
21. Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.
22. Member(s) holding shares in physical form is/ are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to notify any change in their addresses, e-

mails and/or bank account mandates to their respective DPs only and not to the Company/ RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.

23. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, 3<sup>rd</sup> April, 2026, have been considered for the purpose of sending the Notice of EGM.

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

- (i) The Remote E-voting period begins on **Monday, 27<sup>th</sup> April, 2026 at 9:00 a.m. (IST) and end on Wednesday, 29<sup>th</sup> April, 2026 at 5:00 p.m. (IST)** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of Thursday, 23<sup>rd</sup> April, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for</li> </ol>

	<p>IDEAS “Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 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 <a href="mailto:evoting@nSDL.co.in">evoting@nSDL.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

2) Click on “Shareholders” module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

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

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

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used

by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the **EVSN - 260402005** for the relevant **"SUNCITY SYNTHETICS LIMITED"** on which you choose to vote.
- (x) 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.
- (xi) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on **"SUBMIT"**. A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK"**, else to change your vote, click on **"CANCEL"** and accordingly modify your vote.
- (xiii) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on **"Click here to print"** option on the Voting page.
- (xv) 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.
- (xvi) Facility for Non - Individual Shareholders and Custodians -Remote Voting
  - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c. 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.
  - d. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- f. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [suncitysyntheticlimited@gmail.com](mailto:suncitysyntheticlimited@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / I Pads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting i.e. Saturday, 25<sup>th</sup> April, 2026 mentioning their name, demat account number/folio number, email id, mobile number at [suncitysyntheticlimited@gmail.com](mailto:suncitysyntheticlimited@gmail.com). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [suncitysyntheticlimited@gmail.com](mailto:suncitysyntheticlimited@gmail.com). These queries will be replied by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:

**Registered Office of RTA**

**MUFG Intime India Private Limited,**

CIN: U67190MH1999PTC118368

SEBI REG.NO. : INR000004058

C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.

TEL: +91 22 49186000

EMAIL : [mumbai@in.mpms.mufg.com](mailto:mumbai@in.mpms.mufg.com)

WEB: [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com)

**REGISTERED OFFICE:**

B-129 Ansa Industrial Estate, Saki Vihar Road, Near Sakinaka, Andheri (East), Mumbai, Maharashtra, India, 400072.

CIN: L17110MH1988PLC454234,

**Email :** [suncitysyntheticlimited@gmail.com](mailto:suncitysyntheticlimited@gmail.com)

**Website:** [www.suncitysyntheticltd.in](http://www.suncitysyntheticltd.in)

**For and on behalf of  
Suncity Synthetics Limited**

**Sd/-**

**Sumita Mishra**

**Managing Director**

**DIN: 00207928**

**Date: 6<sup>th</sup> April, 2026**

**Place: Mumbai**

## **EXPLANATORY STATEMENT**

### **PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36 OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS**

The following statement sets out all the material facts related to Special Business mentioned under item No. 1 to 3 of the Notice dated April 06, 2026.

#### **ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL:**

Your Company, in order to meet its long-term business requirements is required to generate resources. In view of the same the Board of Directors of the Company in their meeting held on March 20, 2026 has proposed to increase the Authorized Share Capital from existing Rs. 7,00,00,000/- to Rs. 8,00,00,000/-.

As per section 61(1) and other applicable provisions of the Companies Act, 2013, the consent of shareholders is required for increasing the authorised share capital of the Company. Consequent to increase in the authorised share capital, it is necessary to change the existing capital clause of the Memorandum of Association of the Company. It is, therefore proposed to alter the Memorandum of Association of the Company, pursuant to Section 13 of the Companies Act, 2013. Therefore, the Board of Directors recommends the proposed resolution for your approval as an Ordinary Resolution.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company between 11:00 a.m. to 4:00 p.m. on all working days from the date hereof up to the date of the General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends Resolution at Item No. 1 as an Ordinary Resolution for approval of the members.

#### **ITEM NO. 2: ISSUE AND ALLOTMENT OF 30,00,000 EQUITY SHARES TO THE PROMOTER & NON-PROMOTERS GROUP ON PREFERENTIAL BASIS :**

The Board of Directors of the Company ("the Board") at its Meeting held on March 20, 2026 and April 06, 2026, subject to necessary approval(s), in terms of provisions of Section 23, 42 and 62 of the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), has approved the proposal to create, issue, offer and allot up to 30,00,000 (Thirty Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten only), for Cash consideration by way of preferential basis at a price of Rs.10/- (Rupees Ten only) per Equity Share, for an aggregate amount of up to Rs.3,00,00,000/- (Rupees Three Crores only), to persons/entities belonging to the "Promoter" & "Non-Promoter" category as detailed in the Resolution No. 2 of this Notice and as mentioned in the Explanatory Statement of this Notice.

The details of the issue and other particulars as required in terms of Section 23, 42 and 62 of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 are set forth below:

### **I. Date of Board meeting**

**The Board at their meeting held on March 20, 2026 read with April 06, 2026 considered the proposed issue of 30,00,000 equity shares of face value of Rs.10/- each aggregating to Rs. 3,00,00,000/- Rupees Three Crores only).**

The Company considering the Accumulated Business Losses has filed an application for reduction of share capital of the Company as the capital and net worth of the company was not properly presented, which is presently pending before the Hon'ble National Company Law Tribunal (NCLT) for approval and necessary directions bearing Company petition No. 250/MB/2025.

*The proposed preferential issue of shares is independent of the aforesaid reduction of capital and does not form part of the ongoing petition before the NCLT, being Company Petition No. 250/MB/2025.*

For the purpose of the preferential allotment, the Company has considered the post-reduction capital structure, wherein the paid-up share capital stands at ₹9,89,160, comprising 98,916 equity shares of ₹10 each.

Accordingly, upon completion of the preferential issue and subject to necessary approvals, the paid-up share capital of the Company shall stand at ₹3,09,89,160 comprising 30,98,916 equity shares of ₹10 each.

*Further, the proposed allotment of the above is not contingent upon, nor subject to, any corporate action arising out of the said reduction of capital proceedings connected the Company Petition No. 250/MB/2025.*

*The Board of the Company feels that with negative Networth the company can not pursue any business activities.*

### **II. Objects of the Preferential Issue**

**The proceeds of the issue of aforementioned Equity Shares will be utilized by the Company for the present and new objects in the following manner:**

<b>S. N.</b>	<b>Description of Object</b>	<b>Amount (in ₹ Crore)</b>	<b>Tentative timelines for utilization of issue proceeds from the date of receipt of funds</b>
1.	Working capital requirements of the Company	2,00,00,000	On or before 31 <sup>st</sup> March 2027
2	General Corporate Purposes*		

a. Rental Deposit, Hardware's, software purchases	<b>20,00,000</b>	<b>On or before 31<sup>st</sup> March 2027</b>
b. Marketing and social media expenses	<b>25,00,000</b>	<b>On or before 31<sup>st</sup> March 2027</b>
c. Business Development expenses	<b>15,00,000</b>	<b>On or before 31<sup>st</sup> March 2027</b>
d. Salary and other related expenses	<b>40,00,000</b>	<b>On or before 31<sup>st</sup> March 2027</b>
<b>Total</b>	<b>3,00,00,000</b>	

\*The requirement stipulated by BSE Notice No. 20221213-47 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore.

We confirm that the above deployment of funds is expected to be completed within the financial 31<sup>st</sup> March 2027 subject to actual business requirements and other external conditions.

### III. Relevant Date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the Equity Shares has been reckoned as **Monday, 30<sup>th</sup> March, 2026.**

### IV. Issue price

The Equity Shares of the Company are listed on the BSE Limited ("BSE") ("Stock Exchange"). The Equity Shares of the Company are infrequently traded within the meaning of explanation provided in Regulation \*165 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. In terms of Regulation 165 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the minimum price at which equity shares may be issued shall be determined by the issuer after due consideration of recognized valuation parameters, including book value, comparable trading multiples, and such other parameters as are customarily applied in the valuation of shares of similar companies, in accordance with applicable laws and regulations.

Hence, the minimum price at which a preferential issue shall be made as per the valuation report issued by the registered valuer named CA. Jay Ashok Shah, IBBI Registered Valuer - Securities or Financial Assets (Reg No: IBBI/RV/07/2022/14720) dated March 20, 2026 read with addendum to Valuation Report dated April 06, 2026 and same is available at the website of the company at <https://www.suncitysyntheticsltd.in/investor->

[relations/preferential-issue-2025-26](#) and also available at the registered office of the company.

**(\*As the shares of the company is infrequently traded for during last 240 trading days preceding the relevant date and the volume on recognized Stock exchange (BSE Limited) is less than 10% of the paid up capital.**

**V. Registered valuer certificate under regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.**

Regulation 166A (1): Other conditions for pricing: **Applicable**

Any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

**Provided** that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

**Provided further** that if any proposed preferential issue is likely to result in a change in control of the issuer, the valuation report from the registered valuer shall also cover guidance on control premium, which shall be computed over and above the price determined in terms of the first proviso.

Considering the aforesaid requirements under Regulation 165 & 166A(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Articles of Association of the Company, we have determined the Fair Value of Equity Shares as per Regulation 165 read with Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and the fair price for subscription as per their valuation report will be Rs. 10 /- per equity shares of Rs. 10/- each. Same certificate is available at the website of the company at <https://www.suncitysyntheticsltd.in/investor-relations/preferential-issue-2025-26>.

**Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:**

The Board of Directors of the Company at their meeting held on March 20, 2026 and April 06, 2026 had subject to approval of the Members of the Company and such other approvals as may be required, approved the proposal to create, issue, offer and allot up to 30,00,000 (Thirty Lakhs) Equity Shares of face value of Rs.10/- (Rupees Ten only), for Cash consideration by way of preferential basis, for an aggregate amount of up to Rs.

3,00,00,000/- (Rupees Three Crores only) determined in terms of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in the following manner:

Sr. No.	Name of Allottees	Category	No. of Equity Shares (up to)	Investment amount (up to in Rs)
1	Sumita Mishra	Promoter	15,14,000	1,51,40,000
2	Bharat Kumar Mardia	Non-promoter	1,40,000	14,00,000
3	Devendra Batukanath Shukla	Non-promoter	1,40,000	14,00,000
4	Saroj Kumar Choudhury	Non-promoter	1,40,000	14,00,000
5	Nirav Dahyabhai Vekariya	Non-promoter	1,47,000	14,70,000
6	Dobariya Hardik Bholabhai	Non-promoter	1,47,000	14,70,000
7	Khushal Prakashbhai Talaviya	Non-promoter	1,47,000	14,70,000
8	Chirag Sachapara	Non-promoter	1,47,000	14,70,000
9	Thummar Hardik Dineshbhai	Non-promoter	1,28,000	12,80,000
10	Manas Dash	Non-promoter	1,40,000	14,00,000
11	Manas Ranjan Palo	Non-promoter	1,24,000	12,40,000
12	Sachin Shankar Shivgan	Non-promoter	86,000	8,60,000
<b>TOTAL</b>			<b>30,00,000</b>	<b>3,00,00,000</b>

In respect of the Equity Shares proposed to be allotted, an amount equivalent to 100% of the consideration for the Equity shares shall be payable on or before the date of allotment of Equity Shares.

**VI. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer.**

The present promoter, directors (KMP) or senior management of the company are subscribing this Offer viz. Mrs. Sumita Mishra- Promoter and Managing Director.

**VII. The Shareholding Pattern of the Issuer before and after the Preferential Issue.**

(a) The shareholding pattern of the Company before and after the proposed preferential issue (**without considering the reduction of capital**) is likely to be as follows:

Category	Pre-Issue Shareholding Structure		Equity Shares to be allotted	Post issue Shareholding Structure	
	No. of Shares	%		No. of Shares	%
<b>(A) Promoter Shareholding</b>					
(1) Indian			-		
(a) Individuals & HUF	22,48,383	45.46	15,14,000	37,62,383	47.35
(b) Bodies Corporate	-	-	-	-	-
<b>Sub Total (A)(1)</b>	<b>22,48,383</b>	<b>45.46</b>	<b>15,14,000</b>	<b>37,62,383</b>	<b>47.35</b>
(2) Foreign Promoters	-	-	-	-	-
<b>Sub Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Promoter shareholding A=A1+A2</b>	<b>22,48,383</b>	<b>45.46</b>	<b>15,14,000</b>	<b>37,62,383</b>	<b>47.35</b>
<b>(B) Public Shareholding</b>					
B1) Institutional Investors	-	-	-	-	-
Indian	1,60,151	3.24	-	1,60,151	2.02
Foreign	1,50,000	3.03	-	1,50,000	1.89

B2) Central Govt./Stat Govt./POI	-	-	-	-	-
B3) Non-Institutional Investors			-		
Individual	18,34,776	37.10	14,86,000	33,20,776	41.79
Body Corporate	29,791	0.60	-	29,791	0.37
Others (Including NRI)	5,22,699	10.57	-	5,22,699	6.58
Total Public Shareholding B=B1+B2+B3	<b>26,97,417</b>	<b>54.54</b>	-	<b>41,83,417</b>	<b>52.65</b>
C) Non-Promoter - Non-Public	-	-	-	-	-
Grand Total (A+B+C)	<b>49,45,800</b>	<b>100</b>	<b>30,00,000</b>	<b>79,45,800</b>	<b>100</b>

(b) The shareholding pattern of the Company before and after the proposed preferential issue (**with considering the reduction of capital**) is likely to be as follows:

Category	Pre-reduction Shareholding Structure		Effective pre-issue capital after reduction of capital		Equity Shares to be allotted	Post issue Shareholding Structure	
	No. of Shares	%	No of shares	%		No. of Shares	%
<b>(A) Promoter Shareholding</b>							
(1) Indian							

(a) Individuals & HUF	22,48,383	45.46	44,967	45.46	15,14,000	15,58,967	50.31
(b) Bodies Corporate	-	-	-	-	-	-	-
<b>Sub Total (A)(1)</b>	<b>22,48,383</b>	<b>45.46</b>	<b>44,967</b>	<b>45.46</b>	<b>15,14,000</b>	<b>15,58,967</b>	<b>50.31</b>
(2) Foreign Promoters	-	-	-	-	-	-	-
<b>Sub Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Promoter shareholding A=A1+A2</b>	<b>22,48,383</b>	<b>45.46</b>	<b>44,967</b>	<b>45.46</b>	<b>15,14,000</b>	<b>15,58,967</b>	<b>50.31</b>
(B) Public Shareholding							
B1) Institutional Investors	-	-	-	-	-	-	-
Indian	1,60,151	3.24	3,203	3.24	-	3,203	0.10
Foreign	1,50,000	3.03	3,000	3.03	-	3,000	0.09
B2) Central Govt./Stat Govt./POI	-	-	-	-	-	-	-
B3) Non-Institutional Investors	-	-	-	-	-	-	-
Individual	18,34,776	37.10	36,696	37.10	14,86,000	15,22,696	49.14

Body Corporate	29,791	0.60	596	0.60	-	596	0.02
Others (Including NRI)	5,22,699	10.57	10,454	10.57	-	10,454	0.34
Total Public Shareholding B=B1+B2+B3	<b>26,97,417</b>	<b>54.54</b>	<b>53,949</b>	<b>54.54</b>	<b>14,86,000</b>	<b>15,39,949</b>	<b>49.69</b>
C) Non-Promoter Non-Public	-	-	-	-	-	-	-
Grand Total (A+B+C)	<b>49,45,800</b>	<b>100</b>	<b>98,916</b>	<b>100</b>	<b>30,00,000</b>	<b>30,98,916</b>	<b>100</b>

**Notes:**

1. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. March 31, 2026.
2. As stated in the resolution this allotment is not subject to any corporate action arising out of any reduction of capital connected with the company petition No. 250/MB/2025.

**VIII. Proposed time limit within which the allotment shall be completed:**

As required under the SEBI ICDR Regulations, preferential allotment of the said equity shares shall be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item No. 2. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approvals or permissions in one or multiple tranches.

**IX. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

Not Applicable, since the Company has not made any allotment on a preferential basis during current financial year 2025-26.

**X. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):**

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

Sr. No.	Name of the Proposed Allottees	Category	Name of Ultimate Beneficial Owners
1	Sumita Mishra	Promoter	Not Applicable as allottee is a Natural person
2	Bharat Kumar Mardia	Non-Promoter	Not Applicable as allottee is a Natural person
3	Devendra Batukanath Shukla	Non-Promoter	Not Applicable as allottee is a Natural person
4	Saroj Kumar Choudhury	Non-Promoter	Not Applicable as allottee is a Natural person
5	Nirav Dahyabhai Vekariya	Non-Promoter	Not Applicable as allottee is a Natural person
6	Dobariya Hardik Bholabhai	Non-Promoter	Not Applicable as allottee is a Natural person
7	Khushal Prakashbhai Talaviya	Non-Promoter	Not Applicable as allottee is a Natural person
8	Chirag Sachapara	Non-Promoter	Not Applicable as allottee is a Natural person
9	Thummar Hardik Dineshbhai	Non-Promoter	Not Applicable as allottee is a Natural person
10	Manas Dash	Non-Promoter	Not Applicable as allottee is a Natural person
11	Manas Ranjan Palo	Non-Promoter	Not Applicable as allottee is a Natural person
12	Sachin Shankar Shivgan	Non-Promoter	Not Applicable as allottee is a Natural person

**XI. The percentage of the post-preferential issue that may be held by the Proposed Allottee in the Company consequent to the Preferential issue:**

Sr. No.	Name of the proposed allottee	Category	Pre-Issue holding	%	No of equity shares proposed to be allotted	% of the current allotment	Post issue holding (No. of Equity shares)	% Post issue holding	Change in holding (%)
1	Sumita Mishra	Promoter	*22,48,383	45.46	15,14,000	48.86	15,58,967 (44,967 + 15,14,000)	50.31	4.85
2	Bharat Kumar Mardia	Non-promoter	NA	0	1,40,000	4.52	1,40,000	4.52	4.52

3	Devendra Batukana th Shukla	Non-promoter	NA	0	1,40,000	4.52	1,40,000	4.52	4.52
4	Saroj Kumar Choudhury	Non-promoter	NA	0	1,40,000	4.52	1,40,000	4.52	4.52
5	Nirav Dahyabhai Vekariya	Non-promoter	NA	0	1,47,000	4.74	1,47,000	4.74	4.74
6	Dobariya Hardik Bholabhai	Non-promoter	NA	0	1,47,000	4.74	1,47,000	4.74	4.74
7	Khushal Prakashbhai Talaviya	Non-promoter	NA	0	1,47,000	4.74	1,47,000	4.74	4.74
8	Chirag Sachapara	Non-promoter	NA	0	1,47,000	4.74	1,47,000	4.74	4.74
9	Thummar Hardik Dineshbhai	Non-promoter	NA	0	1,28,000	4.13	1,28,000	4.13	4.13
10	Manas Dash	Non-promoter	NA	0	1,40,000	4.52	1,40,000	4.52	4.52
11	Manas Ranjan Palo	Non-promoter	NA	0	1,24,000	4.00	1,24,000	4.00	4.00
12	Sachin Shankar Shivgan	Non-promoter	**1,64,890	3.33	86,000	2.78	89,298 (3298+86000)	2.88	-0.45

**\* & \*\* As on date, the pre-reduction shareholding held by Mrs. Sumita Mishra and Mr. Sachin Shankar Shivgan is 22,48,383 and 1,64,890 equity shares, respectively.**

**Accordingly, the aforesaid shares continue to be reflected in the records of the depository in the names of the said proposed allottees, as the matter is presently pending before the NCLT and the corporate action for capital reduction (98% of 49,45,800 Equity shares) is yet to be implemented.**

**In view of the above, the pre-lock-in requirement shall be applicable to the existing (pre-reduction) shareholding and not to the reduced share capital.**

**Further, for the purpose of computation of the post-reduction shareholding / capital of the aforesaid proposed allottees, the pre-reduction shares shall be considered on a reduced basis.**

The Company has also taken Valuation Report for below mentioned proposed allottee as per Regulation 166A of SEBI (ICDR) Regulation, 2018:

Sr. No.	Name of the Proposed Allottee	PAN/Passport in case of NRI OR Foreign national or Fund of ultimate beneficial owner	Category	Pre-Issue holding	Pre - Issue %	No of equity shares proposed to be allotted under this preferential issue	% of the current allotment	Post issue holding	Post issue %
1	Sumita Mishra	AJSPM7729 F	Promoter	22,48,383 (Post Reduction 44,967)	45.46	15,14,000	48.86	15,58,967	50.31

**XII. Consequential changes in the Voting Rights, change in control, and change in the Management, if any, in the issuer consequent to the preferential issue:**

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

**XIII. Lock-in Period:**

**(a) As Regulation 167 (1) & (2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:**

(1) The specified securities, allotted on a preferential basis to the promoters or promoter group and the equity shares allotted pursuant to exercise of options attached to warrants issued on a preferential basis to the promoters or the promoter group, shall be locked-in for a period of 18 months from the date of trading approval granted for the specified securities or equity shares allotted pursuant to exercise of the option attached to warrant, as the case may be:

Provided that not more than twenty per cent. of the total capital of the issuer shall be locked-in for 18 months from the date of trading approval:

Provided further that equity shares allotted in excess of the twenty per cent. shall be locked-in for six months from the date of trading approval pursuant to exercise of options or otherwise, as the case may be.

(2) The Equity shares of the company allotted on a preferential basis to persons other than the promoters and promoters' group i.e., non-promoters shall be locked-in for six (6) Months from the date of trading approval granted by Stock exchange(s) .

**(b) Further, the entire pre-preferential allotment holding of the Proposed Allottees shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations:**

As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

#### **XIV. Undertakings:**

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Allotment in terms of the provisions of SEBI (ICDR) Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI (ICDR) Regulations, if required.
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations, the relevant securities to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.
- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- all equity shares (pre-holdings) held by the below proposed allottees in the issuer are in dematerialized form, if any; Note that two (2) proposed allottees are holding shares prior to this preferential allotment of shares.
- The Company further confirms that even after this allotment the Company is in compliance with rule 19(2) and Rule 19A of the Securities Contracts (Regulation)

Rules, 1957 and Regulation 38 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 with the conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange (BSE). The Company further submits that post allotment of the shares the public holding in the company is more than 25% of the issued and subscribed capital of the company.

**XV. Disclosures specified in Schedule VI of ICDR Regulations, whether the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:**

Not Applicable, since none of the Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

**XVI. Pre-Holdings of proposed allottee:**

**As on date the following allottee have pre-holdings:**

Sr. No.	Name	No. of shares	%	Pre-holding Lock In date
1	Sumita Mishra	22,48,383	45.46	31-12-2026
2	Sachin Shankar Shivgan	1,64,890	3.33	31-12-2026

Further, the entire pre-preferential holding of the Proposed Allottee shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations. As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

**XVII. The current and proposed status of the allottee(s) post the preferential issues:**

Sr. No.	Name of Allottees	Address	PAN	Current Status	Post Status
1	Sumita Mishra	1204 T 6, Emerald Isle, L And T Gate No 6, Sakivihar Road, Sakinaka, Powai, Andheri (East), Mumbai 400072	AJSPM7729F	Promoter	Promoter
2	Bharat Kumar Mardia	No. 5, Damodaran Street, Kellys, Chennai 600010	AAIPM6553E	Non-Promoter	Non-Promoter

3	Devendra Batukanath Shukla	Flat No. 601, B Wing, 6th Floor, Dharma Vihar, Kamatghar, Dandekarwadi, Bhiwandi, Thane 421302	BEQPS4942N	Non-Promoter	Non-Promoter
4	Saroj Kumar Choudhury	C-2, Noida, Sector 34, Gautam Buddha Nagar PIN: 201307	AFCPC8895E	Non-Promoter	Non-Promoter
5	Nirav Dahyabhai Vekariya	Aditya Near Gaytri Nagar Plot No.26-B, Krishna Park, Mahuva(M) Bhavnagar, Gujarat ,364290	AOXPV1070N	Non-Promoter	Non-Promoter
6	Dobariya Hardik Bholabhai	A-3, Yoginagar Society-1 Yogichowk Surat, Gujarat, India, 395006	GFJPD9695J	Non-Promoter	Non-Promoter
7	Khushal Prakashbhai Talaviya	573, Ayodhyapuram Society-1, Near Green Vally Residency, Valak, Valak Patiya, Surat 396006	BIBPT6577M	Non-Promoter	Non-Promoter
8	Chirag Sachapara	House No. 10, Sarita Vihar Society -1, Opp. Renuka Bhavan, Punagam to Bombay Market Road, Near Surbhi Vihar S Surat 395010	EAUPS3366H	Non-Promoter	Non-Promoter
9	Thummar Hardik Dineshbhai	Mota-Agariya Amreli Rajula Amreli 365560 Gujarat India	BLZPT7185A	Non-Promoter	Non-Promoter
10	Manas Dash	Padma Mangal, Plot No. 3029, Ravitalkies Road, Bhubaneshwar, Lingaraj, Khorda, Odisha, 751002	AFVPD4871Q	Non-Promoter	Non-Promoter
11	Manas Ranjan Palo	Flat No. 304, Rucha Apartment, Plot No. D-11, Near Shani Mandir Sector 20-D, Navi Mumbai, Airoli, Thane 400708	AHYPP4435B	Non-Promoter	Non-Promoter
12	Sachin Shankar Shivgan	Room No 6, Gauri Shankar Chawl, Near Theatre, V.P.Road,	BMEPS7546E	Non-Promoter	Non-Promoter

		Dombivali (East), Mumbai, 421201,			
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**XVIII. Practicing Company Secretary's Certificate:**

The certificate from CS Suprabhat Chakraborty, Practicing Company Secretary, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website viz; <https://www.suncitysyntheticsltd.in/investor-relations/preferential-issue-2025-26>.

The approval of the Members of the Company is accordingly being sought by way of a Special Resolution under Sections 42, and 62(1)(c) of the Act, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution except Mrs. Sumita Mishra to the extent of her shareholding in the Company.

The Board of Directors believe that the proposed Preferential Issue is in the best interest of the Company and its Members. Accordingly, the Board recommends the resolution as set out at Item No. 2 of this Notice, for approval of the Members, as a Special Resolution for the issue and allotment of Equity Shares on a preferential basis to the Proposed Allottees.

**XIX. Inspection of Documents:**

The following Documents are available for inspection during office hrs. from 11 a.m. to 1 pm every working days till the date of meeting.

Sl. No	Descriptions
1	Notice of EOGM dated 06/04/2026
2	Valuation report
3	Pre-Preferential Lock In Certificates
4	Subscribers Declaration
5	Certificate under Regulation 163 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018

**ITEM NO. 3: ALTERATION OF MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

The Board of Directors of the Company, at its meeting held on April 06, 2026 read with March 20, 2026 considered that it is in the interest of the Company to expand and diversify the existing business activities. In order to align the Company's Memorandum of Association ("MOA") with its future business plans and to enable the Company to undertake additional activities in furtherance of its growth strategy, it is proposed to alter

the Main Object Clause of the MOA by inserting a new object as Clause 3 (a) (2) & (3) immediately after the existing Clause 3 (a) (1) and from Clause No. 3 (b) all clauses be renumbered accordingly.

The proposed addition to the Main Object Clause will enable the Company to legally undertake and pursue the proposed new activities as part of its core business. Pursuant to Section 13 and other applicable provisions of the Act read with the Companies (Incorporation) Rules, 2014, a company is required to obtain the consent of its Members by way of a Special Resolution for alteration of its object clause of the MOA.

Accordingly, your approval is being sought by way of a Special Resolution set out in Item No. 3 of the Notice.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends Resolution at Item No. 3 as an Special Resolution for approval of the members.

**REGISTERED OFFICE:**

B-129 Ansa Industrial Estate, Saki Vihar Road, Near Sakinaka, Andheri (East), Mumbai, Maharashtra, India, 400072.

CIN: L17110MH1988PLC454234,

**Email :** [suncitysyntheticlimited@gmail.com](mailto:suncitysyntheticlimited@gmail.com)

**Website:** [www.suncitysyntheticltd.in](http://www.suncitysyntheticltd.in)

**For and on behalf of  
Suncity Synthetics Limited**

**Sd/-**

**Sumita Mishra  
Managing Director  
DIN: 00207928**

**Date: 6<sup>th</sup> April, 2026**

**Place: Mumbai**