SHAYA POLYMERS LIMITED

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EXTRACTS FROM THE PROCEEDINGS OF THE 10th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF SHAYA POLYMERS LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. E4, SIPCOT INDUSTRIAL PARK, IRUNGATTUKOTTAI, KANCHIPURAM, SRIPERUMBUDUR 602117 THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") ON WEDNESDAY, 30TH SEPTEMBER, 2026.

Item No.1 - Adoption of Financial Statements:

Ordinary Resolution

RESOLVED THAT the Audited Standalone Financial Statements for the financial year ended 31st March, 2026 and the Reports of the Board of Directors and Auditors thereon, be and are hereby considered, approved and adopted.

RESOLVED FURTHER THAT the Audited Consolidated Financial Statements for the financial year ended 31st March, 2026 and the Reports of the Auditors thereon, be and are hereby considered, approved and adopted.

Item No.2 - Appointment of Director retiring by rotation

Ordinary Resolution

RESOLVED THAT Ms. Vani Takkellapati (DIN: 09344811), who retires by rotation in terms of Section 152 of Companies Act, 2013 and being eligible, be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation.

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FOR SHAYA POLYMERS LIMITED

Dr. **RAM SAI YELAMANCHILI**
CHAIRMAN & MANAGING DIRECTOR
(DIN-07716108)

SHAYA POLYMERS LIMITED CHENNAI 602117

SHAYA POLYMERS LIMITED

EXTRACTS FROM THE PROCEEDINGS OF THE 10th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF SHAYA POLYMERS LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. E4, SIPCOT INDUSTRIAL PARK, IRUNGATTUKOTTAI, KANCHIPURAM, SRIPERUMBUDUR 602117 THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") ON WEDNESDAY, 30TH SEPTEMBER, 2026.

Item No.3: Approval for Enhancement of Borrowing Powers of the Board under Section 180(1)(c) of the Companies Act, 2013

SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, the consent of the Members be and is hereby accorded, to the Board of Directors of the Company to borrow from time to time, any sum or sums of monies whether in Indian Rupees or in any foreign currency, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves and securities premium account, provided that the total amount so borrowed and outstanding at any point of time by the Board shall not exceed **Rs.500 crores** (Rupees Five hundred crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to borrow such monies by way of loans, working capital facilities, term loans, cash credit, overdraft, debentures, bonds or other debt instruments or through any other permissible mode, from banks, financial institutions, NBFCs, companies, bodies corporate, funds or other persons, whether in India or outside India, on such terms and conditions as the Board may deem fit and appropriate.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms and conditions of such borrowings, including the rate of interest, tenure, repayment terms, security, creation of charge or mortgage over the assets of the Company, and all other matters incidental or ancillary thereto, as may be considered necessary or expedient in the interest of the Company.

RESOLVED FURTHER THAT all acts, deeds, matters and things already done or undertaken by the Board or any officer of the Company in connection with the above matter be and are hereby ratified, confirmed and approved.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

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FOR SHAYA POLYMERS LIMITED

SHAYA POLYMERS LIMITED Chennai 602 117

RAM SAI YELAMANCHILI
CHAIRMAN & MANAGING DIRECRTOR
(DIN-07716108)

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SHAYA POLYMERS LIMITED
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SHAYA POLYMERS LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('ACT'),

Approval for Enhancement of Borrowing Powers of the Board under Section 180(1)(c) of the Companies Act, 2013

Considering the business growth, acquisitions and recent amalgamations, fund requirements of the Company for both short term as well as long term and for general corporate purposes are increasing in two to three fold as of existing requirements, the Company may require to borrow from time to time by way of loans and/or issue of bonds, debentures or other securities. It is therefore recommended to enhance the borrowing limits of the Company up to Rs. 500 Crores.

Pursuant to Section 180(1) (c) of the Companies Act 2013, the Board of Directors of a Company shall exercise the powers to borrow money where the money to be borrowed, together with the money already borrowed by the Company exceeds the aggregate of its paid-up share capital and free reserves (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) only with the consent of the Company by a special resolution.

Accordingly, it is proposed to seek the approval of the shareholders to increase the borrowing limits from Rs.300 crores as approved at the Extraordinary General Meeting of the Shareholders of the Company held on March 01, 2024 to **Rs. 500 crores** (apart from temporary loans obtained from Company's bankers in the ordinary course of business) under Section 180(1)(c) of the Companies Act, 2013 by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, except to the extent of their equity holding in the Company.

The Board of Directors of your Company recommends the Special Resolution for approval of the Shareholders.

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FOR SHAYA POLYMERS LIMITED

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CHAIRMAN & MANAGING DIRECRTOR
(DIN-07716108)

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SHAYA POLYMERS LIMITED

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Item No.4: To create Charges, Mortgages, Hypothecation on the Immovable and Movable Properties of the Company as Security for Borrowings under Section 180(1)(a) of the Companies Act, 2013

SPECIAL RESOLUTION

"**RESOLVED THAT** pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other enabling provisions if any, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors ("the Board") to hypothecate/ mortgage/ pledge and/or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company, together with power to take over the management of the business and concern of the Company, in certain events of default, in favour of the Company's Bankers/Financial Institutions/ Companies/ other investing agencies and trustees for the holders of Debentures/Bonds/other instruments/securities to secure any Rupee/ Foreign Currency Loans, Guarantee assistance, Standby Letter of Credit/ Letter of Credit and/or any issue of Non – Convertible Debentures, and/or Compulsorily or Optionally, Fully or Partly Convertible Debentures and/or Bonds, and/or any other Non – Convertible and/or other Partly/Fully Convertible instruments/securities, within the overall ceiling of Rs.500 crores as approved by the members of the Company, by way of Special Resolution passed at this Annual General Meeting, in terms of Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (or any other persons authorized in this regard by the Board of Directors), be and are hereby severally authorized to execute all such deeds, documents, instruments and writings, as may be necessary for creating the aforesaid hypothecations/mortgages and/or charges and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the above resolution."

CERTIFIED TRUE COPY

FOR SHAYA POLYMERS LIMITED

SHAYA POLYMERS LIMITED Chennai 602 117

RAM SAI YELAMANCHILI
CHAIRMAN & MANAGING DIRECTOR
(DIN-07716108)

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SHAYA POLYMERS LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('ACT'),

To create Charges, Mortgages, Hypothecation on the Immovable and Movable Properties of the Company as Security for Borrowings under Section 180(1)(a) of the Companies Act, 2013

Members of the Company are requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

Explanation (i) to Section 180 (1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year.

Explanation (ii) to Section 180 (1) (a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year. The Company, from time to time, enters into transactions with different parties, for sale and transfer of loan assets and receivables, through securitization or direct assignment of cash flows, on terms and conditions which are negotiated and agreed to by the management. In light of the current situation in the financial markets, the Company may enter into one or more transactions for sale and transfer of loan assets and receivables which may constitute a 'substantially the whole of the undertaking of the company', in terms of section 180(1)(a) of the Companies Act, 2013.

The members are requested to note that the borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s). Hence it is proposed to seek consent of the members in terms of Section 180(1)(a) of the Companies Act, 2013 to hypothecate/mortgage/pledge and/or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company as and when necessary to secure the borrowings from time to time, within the overall ceiling of Rs. 500 crores as may be approved by the Members of the Company, in terms of Section 180(1) (c) of the Companies Act, 2013 at this Annual General Meeting.

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SHAYA POLYMERS LIMITED

None of the Directors or other key managerial personnel of the Company and their relatives are, in any way, concerned or interested in the Resolution except to the extent of their holding.

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FOR SHAYA POLYMERS LIMITED

SHAYA POLYMERS LIMITED Chennai 602 117

RAM SAI YELAMANCHILI
CHAIRMAN & MANAGING DIRECRTOR
(DIN-07716108)

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SHAYA POLYMERS LIMITED

EXTRACTS FROM THE PROCEEDINGS OF THE 10th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF SHAYA POLYMERS LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. E4, SIPCOT INDUSTRIAL PARK, IRUNGATTUKOTTAI, KANCHIPURAM, SRIPERUMBUDUR 602117 THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") ON WEDNESDAY, 30TH SEPTEMBER, 2026.

Item No.5: To authorise Board for making of any investment/ giving any loan or guarantee/providing security under section 186 of companies act, 2013:

SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with The Companies (Meetings of Board and its Powers) Rules, 2014 (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 necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

i. make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
ii. give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person or any body corporate; and
iii. acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

as they may in their absolute discretion deem beneficial and in the interest of the Company up to an aggregate sum of **Rs.500 crores** notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more as prescribed under Section 186 (2) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to negotiate the terms and conditions of the above said investments, loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and to file necessary forms with the Registrar of Companies and other Statutory authorities and to do all other acts, deeds, things and matters as may be deemed expedient to complete the same in giving effect to the aforesaid resolution."

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FOR SHAYA POLYMERS LIMITED

SHAYA POLYMERS LIMITED Chennai 602 117

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SHAYA POLYMERS LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('ACT'),

To authorise Board for making of any investment/ giving any loan or guarantee/providing security under section 186 of companies act, 2013:

The Company, in the ordinary course of its business, may be required from time to time to make investments in shares, securities and other instruments of other bodies corporate or entities, and/or grant loans, provide guarantees or securities in connection with loans availed by companies, bodies corporate or other persons/entities.

Pursuant to the provisions Section 186 of the Companies Act, 2013, it would be necessary to obtain the prior approval of the members for

- making loans to any person or other bodies corporate;
- giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and
- acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate,

in excess of the limits of:

1. 60% of the paid-up share capital and free reserves and securities premium account; or
2. 100% of the free reserves and securities premium account; whichever is higher.

Considering the Company's present and future business requirements, including the proposed expansion of its business activities, strategic investments, acquisition of businesses/companies, funding requirements of subsidiaries, associates and joint ventures and other corporate purposes, it is considered desirable to obtain approval of the Members to enable the Board of Directors to make investments, give loans, provide guarantees and/or securities in excess of the limits otherwise prescribed under Section 186(2) of the Act, up to an aggregate sum of Rs.500 crores.

Pursuant to Sec 186 (7), No loan shall be given under this section at a rate of interest lower than the prevailing yield of one year, three-year, five year or ten year Government Security closest to the tenor of the loan.

The Board therefore recommends passing the Special Resolution set out in the notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their

directorship and shareholding in the body corporate(s) in which investment may be made or loan/ guarantees may be given pursuant to this special resolution.

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