SHAYA POLYMERS LIMITED

Innovation.. Excellence...

3rd November, 2025

To

Registrar of Companies,
Block No.6, B Wing 2nd Floor,
Shastri Bhawan 26, Haddows Road,
Chennai - 600034, Tamil Nadu

Dear Sir,

Sub: Clarification regarding Non-Submission of Valuation Report for Issue of Compulsorily Convertible Debentures (CCDs) on 4th November, 2025.

We wish to clarify that in connection with the proposed issue of **Compulsorily Convertible Debentures (CCDs)** by the Company, Shaya Polymers Ltd, no valuation report from a Registered Valuer has been submitted, at the time of offer of such securites.

As per **Rule 13(2)(h)** of the **Companies (Share Capital and Debentures) Rules, 2014**, where convertible securities are issued on a preferential basis with an option to apply for equity shares, the price of the resultant shares upon conversion must be determined either:

- **Upfront**, at the time of the offer of convertible securities, based on a valuation report from a Registered Valuer, or
- **At the time of conversion** based on a valuation report not older than sixty days from the date the holder becomes entitled to apply for shares.

In our present case, the conversion price is not being fixed upfront at the time of issuance of CCDs. Instead, the price will be determined at the time of conversion in accordance with the applicable provisions and as per the agreed formula *"Company's consolidated Profit After Tax (PAT) for the period from October 1, 2025, to September 30, 2026, multiplied by a price-to-earnings multiple of 13 (thirteen), divided by the total number of outstanding equity shares of the Company on a fully diluted basis immediately prior to conversion."*

Therefore, as per the above rule, our understanding is that valuation report is not required at the time of issuance.

The terms of the convertible debentures, including the pricing mechanism and conversion formula, have been duly approved by the Board of Directors and are compliant with the provisions of the Companies Act, 2013 and other applicable regulations.

We hope this provides the necessary clarification.

Yours faithfully,

For SHAYA POLYMERS LTD

SHAYA POLYMERS LIMITED Chennai 602 117

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