CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF M/S. SHAYA POLYMERS LIMITED HELD ON 3RD NOVEMBER 2025 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. E-4, SIPCOT INDUSTRIAL PARK, IRUNGATTUKOTTAI, KEEVALOR VILLAGE, KANCHEEPURAM DISTRICT, TAMILNADU 602117

TO ISSUE 0.001% COMPULSORILY CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT

"**RESOLVED THAT** in terms of Section 179(3), 71, Section 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder; and subject to the approval of the shareholders at the General Meeting and the consent of all other statutory and regulatory authorities (if and to the extent necessary); and subject to such conditions and modifications as may be prescribed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities which may be agreed to by the Board of Directors of the Company (the "Board"), the Company do raise credit facilities by way of an issue of 1,10,00,000 (One Crore) Compulsorily Convertible Debentures (CCDs/ Debentures) of Rs. 10/- (Rupees Ten only) each for an amount aggregating to INR 11,00,00,000 (Indian Rupees Eleven Crore only), at a face value of INR 10 (Indian Rupees Ten) carrying a Coupon Rate of 0.001% per annum, each fully paid up, and maturity on 31st October, 2026 pursuant to allotment of CCDs in dematerialized form to the subscriber(s) by way of private placement (the "Debenture Issue") on, inter alia, to the following proposed investors:-

S. No	Investor Name	No. of Debentures Offered	Proposed Amount of Investment (Rs.)	%
1	Nishid Babulal Shah	40,00,000	4,00,00,000	36.36
2	Ajitnath Financial Consultants LLP	30,00,000	3,00,00,000	27.27
3.	Ambika Fincap Consultants Pvt Ltd	30,00,000	3,00,00,000	27.27
4.	Ecotech Ventures LLP	10,00,000	1,00,00,000	9.09
	Total	**1,10,00,000**	**11,00,00,000**	**100**

RESOLVED FURTHER THAT the terms and conditions for the issue and allotment, subject to approval of the shareholders are:

1) The CCDs shall be unsecured;
2) The conversion price per equity share shall be determined at the time of conversion on the basis of the Company's consolidated and audited 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;
3) The CCDs by themselves do not give any right of voting in the Company;

4) The new Equity Shares issued on conversion of CCDs shall be in dematerialized form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing issued and subscribed Equity Shares of the Company;
5) The Debentures shall bear an interest of 0.001 % (Zero point Zero Zero One per cent) on a non-cumulative basis per annum;
6) All outstanding CCDs shall compulsorily be converted into equity shares of the Company on October 31, 2026; and
7) The Board shall have the sole discretion to deal with the unsubscribed portion of the Debenture Issue on such terms and conditions as it may deem fit.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized severally to approve and finalize, sign, execute and deliver documents and do all acts in relation to the Debentures Issue including but not limited to the following:

i. Approve of and to decide on the other terms and conditions applicable to the Debentures, and to vary any of the above-specified terms;

ii. Finalize the appointment of Registrar and Transfer Agents to the Debenture Issue and such other intermediaries as may be required to be appointed and terms and conditions of their appointment, succession and their agents;

iii. Determine the date of opening and closing of the Debenture Issue and the period for which the aforesaid issue will remain open;

iv. Finalize the date of allotment and the allotment of the Debentures to the Subscriber;

v. Execute, file and deliver all necessary documents, instruments and do all acts necessary in relation to issuance of the Debentures Issue;

vi. Deal with the appropriate regulatory authorities in connection with the Debenture Issue including but not limited to Registrar of Companies, Reserve Bank of India, Ministry of Corporate Affairs;

vii. Negotiate, execute, file, amend, supplement, issue and deliver all documents, instruments, papers, applications, notices in relation to the Debenture Issue;

RESOLVED FURTHER THAT the draft Debenture Subscription Agreement ("DSA"/ "the Agreement") placed before the meeting and initialled by the Chairman for the purpose of identification be and is hereby approved and Dr. Ram Sai Yelamanchili (DIN: 07716108), Managing Director be and is hereby authorized to sign the Agreement on behalf of the Company.

RESOLVED FURTHER THAT the draft Private Placement Offer Letter (in the form PAS-4) tabled before the meeting and initiated by the Chairman for the purpose of identification for offer of 0.001% Compulsorily Convertible Debentures of INR 10 (Indian Rupees Ten) each be and is hereby approved and be issued to the subscribers.

RESOLVED FURTHER THAT the Board of the company be and is hereby authorised to open/ deposit in a Separate Bank Account in a Scheduled Bank for receiving monies on issue of CCDs.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the Depositories Act, 1996, Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable provisions, if any, including rules and regulations framed thereunder, the consent of the Board be and is hereby accorded to obtain an International Securities Identification Number (ISIN) for the 0.001% Compulsorily Convertible Debentures at INR 10 each proposed to be issued by the Company.

RESOLVED FURTHER THAT the company appoints Purva Sharegistry India Pvt. Ltd., Mumbai as Registrar and Share Transfer Agents for the debenture issue and to seek admission of the 0.001% Compulsorily Convertible Debentures at INR 10 each into the Depository System of National Securities Depository Limited (NSDL), the depository".

RESOLVED FURTHER THAT an Extraordinary General Meeting of the Company be called and held on 4th November 2025, Tuesday at 4.00 p.m. for obtaining the approval of the members for issue of CCDs as per the draft notice and explanatory statement placed before the meeting duly initialled by the Chairperson for identification.

RESOLVED FURTHER THAT Dr. Ram Sai Yelamanchili (DIN: 07716108), Managing Director of the Company be and is hereby authorized to issue the said notice to the members and others who are entitled for the same, and take all necessary action in this respect.

RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby authorized severally to file necessary e-forms, if any, with Registrar of Companies, and to do all such acts, deeds and things which are necessary 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)

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF M/S. SHAYA POLYMERS LIMITED AT THE EXTRA ORDINARY GENERAL MEETING HELD AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. E4, SIPCOT INDUSTRIAL PARK, IRUNGATTUKOTTAI, KEEVALOR VILLAGE, KANCHEEPURAM DISTRICT, TAMIL NADU – 602117, INDIA AT 4.00 P.M. ON NOVEMBER 04, 2025

SPECIAL RESOLUTION:

ISSUE OF COMPULSORILY CONVERTIBLE DEBENTURES (CCDs):

"**RESOLVED THAT** pursuant to section 42, 62 and 71 of the Companies Act 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 made thereunder, Articles of Association of the Company and all other applicable provisions, if any, (including any statutory modification(s), re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to issue 1,10,00,000 Compulsory Convertible Debentures (hereinafter referred to as CCD) of Rs. 10/- (Rupees Ten only) each aggregating to INR 11,00,00,000 /- (Indian Rupees Eleven Crore only) on preferential allotment basis to the following identified investors:

S. No	Investor Name	No. of Debentures Offered	Proposed Amount of Investment (Rs.)	%
1	Nishid Babulal Shah	40,00,000	4,00,00,000	36.36
2	Ajitnath Financial Consultants LLP	30,00,000	3,00,00,000	27.27
3.	Ambika Fincap Consultants Pvt Ltd	30,00,000	3,00,00,000	27.27
4.	Ecotech Ventures LLP	10,00,000	1,00,00,000	9.09
	Total	**1,10,00,000**	**11,00,00,000**	**100**

RESOLVED FURTHER THAT the CCD's proposed to be issued shall have the following terms and conditions:

Particulars	Terms of CCD
Nature of Debentures	Compulsorily Convertible Debentures
Secured/ Unsecured	Unsecured
Face value	Rs. 10.00/-
Coupon rate/ Dividend rate	0.001%
Maturity	31st October, 2026

Conversion terms and conditions	• "Conversion Price" shall be determined at the time of conversion which shall not be earlier than 30 days to the conversion date on the basis of valuation report of the registered valuer on the basis of the following formula - "consolidated and audited 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." • All outstanding CCDs shall compulsorily convert into equity shares of the Company on October 31, 2026 ("Conversion Date"). • The number of equity shares to be allotted upon conversion of the CCDs shall be determined based on the conversion ratio, calculated by dividing the aggregate Investment Amount by the Conversion Price. • The new Equity Shares to be issued on conversion of CCDs shall be in dematerialized form and subject to the Memorandum and Articles of Association of the Company and shall rank pari- passu in all respects with the existing issued and subscribed Equity Shares of the Company.
Voting Rights	No voting rights

RESOLVED FURTHER THAT the draft letter of offer in the prescribed Form PAS-4 proposed to be issued be and are hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies and other Statutory authorities and to sign and circulate the letter of offer along with the application form to the said offered, and to do all other acts, deeds, things and matters as may be deemed expedient to give effect to the aforesaid resolution."

Explanatory Statement pursuant to section 102 of the Companies Act 2013:

Issue of Debentures

The Board of Directors have a plan for expansion of the business activities of the Company with many follow-on products in the pipeline and they are looking to increase their scale of operations to multiple cities across India by the end of FY 2025-26. Now the Board of

CIN No : U24100TN2017PLC115377 / GST No : 33AAYCS2908J1ZV
Plot No :E4, SIPCOT Industrial Park Irungattukottai, Sriperumbudur, Kancheepuram District,
TamilNadu - 602 117.INDIA. Contact :91-91500 15632 / 91500 03133 / 044-2715-6632
Email : cs@shayapolymers.com, accounts@shayapolymers.com

Directors have proposed to go for a round of investments through direct funding from the investors in the form of Compulsory Convertible Debentures on Private Placement basis.

The proposed amount of investment is Rs. 11,00,00,000, by subscription to the Compulsory Convertible Debentures (CCDs) convertible into equity shares on the date of maturity.

Detailed information as required under Section 42 is enumerated below:

1. The Board of Directors of the Company at their meeting held on 3rd November, 2025, have proposed and recommended to the Shareholders for their approval for making an offer of 1,10,00,000 number of 0.001 % Non-Cumulative Compulsorily Convertible Debentures of Face Value of Rs.10/- aggregating to Rs. 11,00,00,000/- (Rupees Eleven Crore only) as fully paid up CCDs on private placement basis (convertible into Equity Shares on the date of maturity) to the following identified persons.

S. No	Investor Name	No. of Debentures Offered	Proposed Amount of Investment (Rs.)	%
1	Nishid Babulal Shah	40,00,000	4,00,00,000	36.36
2	Ajitnath Financial Consultants LLP	30,00,000	3,00,00,000	27.27
3.	Ambika Fincap Consultants Pvt Ltd	30,00,000	3,00,00,000	27.27
4.	Ecotech Ventures LLP	10,00,000	1,00,00,000	9.09
	Total	**1,10,00,000**	**11,00,00,000**	**100**

2. The following disclosures as required under Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 are made:
   i. With a view of Product development, expansion of business activities, Repayment of loans/ borrowings/ debts along with interests/ any such settlements, Sourcing & fulfilment expenses and Working capital requirements, the Board of Directors have intended to raise funds to a total of Rs. 11,00,00,000 from the aforesaid identified investors on Private Placement basis.
   ii. The size of the offer is as follows: Offer of 1,10,00,000 number of 0.001 % Non-Cumulative Compulsorily Convertible Debentures (CCDs) of Face Value of Rs.10/- each aggregating to Rs.11,00,00,000/- (Rupees Eleven Crore only) as CCDs of the Company on private placement basis

(convertible into Equity Shares on the date of maturity) to the afore-mentioned identified investors.

iii. "Conversion Price" shall be determined at the time of conversion which shall not be earlier than 30 days to the conversion date on the basis of valuation report of the registered valuer on the basis of the following formula - "consolidated and audited 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."

iv. No promoters, directors or key managerial personnel of the Company are intended to subscribe to this private placement offer OF CCDs.

v. The offer is proposed to be kept open for a period of 30 days from the date of issuance of Offer letter. In the event of all the investors intimate the Company prior to the offer period their acceptance or otherwise, the Company shall act upon such acceptance as soon as the Company receives such intimation from the shareholders, instead of waiting till the last date of this offer.

vi. The Company had made following private placement allotments of Equity shares and CCDs during the year 2025-26.

S.no	Date of allotment	Type of Instrument	No of Investors	No. of Securities allotted	Amount of Investment
1	16-05-2025	Equity Shares	32	12,13,700	30,00,26,640
2	24-09-2025	Compulsorily Convertible Debentures (CCDs)	38	1,13,05,000	11,30,50,000

All the afore-mentioned allotments were made during the Financial year 2025-26 and were completed and there are no securities as issued are pending for allotment as on the date of this notice.

vii. There are no securities as issued are pending for allotment of any kind of

securities on preferential/Private placement basis made by the Company during the financial year till date.

viii. The allotment on a private placement basis made pursuant to the above proposed Special Resolution shall be completed within a period of 31st October, 2026 from the date of passing of the special resolution.

ix. The pre-issue and post-issue shareholding pattern of the company:

Equity Shares

S.No	Category	Pre-issue		Post-issue*	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters' Holding				
1.	Indian				
	Individual	1,53,94,692	65.62	1,53,94,692	65.62
	Bodies Corporate	31,211	0.13	31,211	0.13
	Sub total	1,54,25,903	65.75	1,54,25,903	65.75
2.	Foreign Promoters				
	Individual	2,00,000	0.85	2,00,000	0.85
	Sub Total	2,00,000	0.85	2,00,000	0.85
	Sub total (A)	**1,56,25,903**	**66.60**	**1,56,25,903**	**66.60**
B	Non – Promoters' holding				
1.	Institutional Investors				
2.	Non - Institutional Investors				
	Private corporate bodies	15,00,405	6.39	15,00,405	6.39
	Directors & Relatives				
	Indian Public (Individuals/ HUF)	63,08,057	26.89	63,08,057	26.89
	Others [including Non Resident Indians (NRIs)]	28,000	0.12	28,000	0.12
	Sub Total (B)	**78,36,462**	**33.40**	**78,36,462**	**33.40**
	Grand Total (A)+(B)	**2,34,62,365**	**100.00**	**2,34,62,365**	**100.00**

Preference Shares : NIL

* Shareholding pattern post conversion of CCDs into Equity Shares cannot be derived currently as the resultant number of Equity Shares to be issued on conversion of CCDs will be determined at a later stage. The post issue share capital will be same as the pre- issue capital as issue of CCDs does not have any dilution impact but at the time of conversion to

equity, the equity capital structure will change.

3. None of the Directors of the Company except the aforementioned Directors are in any way concerned or interested financially or otherwise in the Resolution except to the extent of their shareholding, if any, in the Company. Your Directors recommend the Resolution for your approval as a Special Resolution.

/CERTIFIED TRUE COPY/

FOR SHAYA POLYMERS LIMITED

SHAYA POLYMERS LIMITED Chennai 602 117

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

NOTICE TO SHAREHOLDERS

SHORTER NOTICE is hereby given that the Extraordinary General Meeting of the Shareholders of the Company will be held at 4.00 P.M. on Tuesday, November 04, 2025 at the Registered Office of the Company at Plot No. E4, SIPCOT Industrial Park, Irungattukottai, Keevalur Village, Kancheepuram District, Tamil Nadu – 602117, INDIA to transact the following business:

SPECIAL BUSINESS:

1. ISSUE OF COMPULSORILY CONVERTIBLE DEBENTURES (CCDs):

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

"**RESOLVED THAT** pursuant to section 42, 62 and 71 of the Companies Act 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 made thereunder, Articles of Association of the Company and all other applicable provisions, if any, (including any statutory modification(s), re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to issue 1,10,00,000 Compulsory Convertible Debentures (hereinafter referred to as CCD) of Rs. 10/- (Rupees Ten only) each aggregating to INR 11,00,00,000 /- (Indian Rupees Eleven Crore only) on preferential allotment basis to the following identified investors:

S. No	Investor Name	No. of Debentures Offered	Proposed Amount of Investment (Rs.)	%
1	Nishid Babulal Shah	40,00,000	4,00,00,000	36.36
2	Ajitnath Financial Consultants LLP	30,00,000	3,00,00,000	27.27
3.	Ambika Fincap Consultants Pvt Ltd	30,00,000	3,00,00,000	27.27
4.	Ecotech Ventures LLP	10,00,000	1,00,00,000	9.09
	Total	**1,10,00,000**	**11,00,00,000**	**100**

RESOLVED FURTHER THAT the CCD's proposed to be issued shall have the following terms and conditions:

Particulars	Terms of CCD
Nature of Debentures	Compulsorily Convertible Debentures
Secured/ Unsecured	Unsecured
Face value	Rs. 10.00/-

Coupon rate/ Dividend rate	0.001%
Maturity	31st October, 2026
Conversion terms and conditions	• "Conversion Price" shall be determined at the time of conversion which shall not be earlier than 30 days to the conversion date on the basis of valuation report of the registered valuer on the basis of the following formula - "consolidated and audited 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." • All outstanding CCDs shall compulsorily convert into equity shares of the Company on October 31, 2026 ("Conversion Date"). • The number of equity shares to be allotted upon conversion of the CCDs shall be determined based on the conversion ratio, calculated by dividing the aggregate Investment Amount by the Conversion Price. • The new Equity Shares to be issued on conversion of CCDs shall be in dematerialized form and subject to the Memorandum and Articles of Association of the Company and shall rank pari- passu in all respects with the existing issued and subscribed Equity Shares of the Company.
Voting Rights	No voting rights

RESOLVED FURTHER THAT the draft letter of offer in the prescribed Form PAS-4 proposed to be issued be and are hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies and other Statutory authorities and to sign and circulate the letter of offer along with the application form to the said offered, and to do all other acts, deeds, things and matters as may be deemed expedient to give effect to the aforesaid resolution."

2. TO CONSIDER ISSUE OF EQUITY SHARES ON PRIVATE PLACEMENT TO THE IDENTIFIED INVESTORS.

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

"**RESOLVED THAT** the valuation report dated November 1, 2025, issued by Mr. Ramji Mahadevan, Registered Valuer, having their office at No.15-7, Maruthi, 35th Street, Nanganallur, Chennai -600061, who is an independent Chartered Accountant in practice with Membership No.204541 and a Registered Valuer having Regn. No. IBBI/RV/05/2019/10894, determining the value of the Company's shares @ Rs. 410 as of 30th September 2025, be and is hereby taken on record, and the shares be offered for private placement based on this valuation.

"RESOLVED FURTHER THAT pursuant to the provisions of Section 62 (1)(c) read with Section 42 of the Companies Act, 2013 and in compliance with the Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus & Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereto or re-enactment thereof for the time being in force), accordance with the provisions of Articles of Association of the Company, consent of the Shareholders, be and is hereby accorded for offering, issuing and allotting 48,781 Equity Shares of Rs.10/- each at a premium of Rs. 400/- per share for an aggregate amount of Rs. 2,00,00,210/- (Rupees Two Crore Two Hundred Ten Only) as fully paid-up equity shares in the Capital of the Company on private placement basis to following identified investor.

S. No	Investor Name	No. of Equity Shares Offered	Total Amount of Investment (Rs.)
1	Muthukrishnan Ravi	48,781	2,00,00,210
	Total	**48,781**	**2,00,00,210**

RESOLVED FURTHER THAT the draft letter of offer in the prescribed Form PAS-4 proposed to be issued and the Record of Private Placement Offer in Form PAS-5, be and are hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies and other Statutory authorities and to sign and circulate the letter of offer along with the application form to the said offeree, whose name is recorded in Form PAS-5, and to do all other acts, deeds, things and matters as may be deemed expedient to give effect to the aforesaid resolution."

Date: 03-11-2025
Place: Irungattukottai

By Order of the Board of Directors

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

Notes:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and such proxy need not be a member of the Company.
3. The instrument(s) appointing the proxy, if any, shall be delivered at the Registered Office of the company not less than 48 hours before the commencement of the Meeting and in default, the instrument of proxy shall be treated as invalid. Proxies shall not have any right to speak at the meeting.
4. Members are requested to bring their copy of the notice to the meeting.
5. Corporate members intending to send their authorised representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
6. All the documents mentioned in the Notice are open for inspection at the Registered Office of the Company during the working hours up to the date of the Extra-Ordinary General Meeting.

Explanatory Statement pursuant to section 102 of the Companies Act 2013:

Item no. 1

Issue of Debentures

The Board of Directors have a plan for expansion of the business activities of the Company with many follow-on products in the pipeline and they are looking to increase their scale of operations to multiple cities across India by the end of FY 2025-26. Now the Board of Directors have proposed to go for a round of investments through direct funding from the investors in the form of Compulsory Convertible Debentures on Private Placement basis.

The proposed amount of investment is Rs. 11,00,00,000, by subscription to the Compulsory Convertible Debentures (CCDs) convertible into equity shares on the date of maturity.

Detailed information as required under Section 42 is enumerated below:

1. The Board of Directors of the Company at their meeting held on 3rd November, 2025, have proposed and recommended to the Shareholders for their approval for making an offer of 1,10,00,000 number of 0.001 % Non-Cumulative Compulsorily Convertible Debentures of Face Value of Rs.10/- aggregating to Rs. 11,00,00,000/- (Rupees Eleven Crore only) as fully paid up CCDs on private placement basis (convertible into Equity Shares on the date of maturity) to the following identified persons.

S. No	Investor Name	No. of Debentures Offered	Proposed Amount of Investment (Rs.)	%
1	Nishid Babulal Shah	40,00,000	4,00,00,000	36.36
2	Ajitnath Financial Consultants LLP	30,00,000	3,00,00,000	27.27
3.	Ambika Fincap Consultants Pvt Ltd	30,00,000	3,00,00,000	27.27
4.	Ecotech Ventures LLP	10,00,000	1,00,00,000	9.09
	Total	**1,10,00,000**	**11,00,00,000**	**100**

2. The following disclosures as required under Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 are made:
   i. With a view of Product development, expansion of business activities, Repayment of loans/ borrowings/ debts along with interests/ any such settlements, Sourcing & fulfilment expenses and Working capital requirements, the Board of Directors have intended to raise funds to a total of Rs. 11,00,00,000 from the aforesaid identified investors on Private Placement basis.
   ii. The size of the offer is as follows: Offer of 1,10,00,000 number of 0.001 % Non-Cumulative Compulsorily Convertible Debentures (CCDs) of Face Value of Rs.10/- each aggregating to Rs.11,00,00,000/- (Rupees Eleven Crore only) as CCDs of the Company on private placement basis (convertible into Equity Shares on the date of maturity) to the afore-mentioned identified investors.
   iii. "Conversion Price" shall be determined at the time of conversion which shall not be earlier than 30 days to the conversion date on the basis of valuation report of the registered valuer on the basis of the following

formula - "consolidated and audited 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."

iv. No promoters, directors or key managerial personnel of the Company are intended to subscribe to this private placement offer OF CCDs.

v. The offer is proposed to be kept open for a period of 30 days from the date of issuance of Offer letter. In the event of all the investors intimate the Company prior to the offer period their acceptance or otherwise, the Company shall act upon such acceptance as soon as the Company receives such intimation from the shareholders, instead of waiting till the last date of this offer.

vi. The Company had made following private placement allotments of Equity shares and CCDs during the year 2025-26.

S.no	Date of allotment	Type of Instrument	No of Investors	No. of Securities allotted	Amount of Investment
1	16-05-2025	Equity Shares	32	12,13,700	30,00,26,640
2	24-09-2025	Compulsorily Convertible Debentures (CCDs)	38	1,13,05,000	11,30,50,000

All the afore-mentioned allotments were made during the Financial year 2025-26 and were completed and there are no securities as issued are pending for allotment as on the date of this notice.

vii. There are no securities as issued are pending for allotment of any kind of securities on preferential/Private placement basis made by the Company during the financial year till date.

viii. The allotment on a private placement basis made pursuant to the above proposed Special Resolution shall be completed within a period of 31st October, 2026 from the date of passing of the special resolution.

ix. The pre-issue and post-issue shareholding pattern of the company:

Equity Shares

S.No	Category	Pre-issue		Post-issue*	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters' Holding				
1.	Indian				
	Individual	1,53,94,692	65.62	1,53,94,692	65.62
	Bodies Corporate	31,211	0.13	31,211	0.13
	Sub total	1,54,25,903	65.75	1,54,25,903	65.75
2.	Foreign Promoters				
	Individual	2,00,000	0.85	2,00,000	0.85
	Sub Total	2,00,000	0.85	2,00,000	0.85
	Sub total (A)	**1,56,25,903**	**66.60**	**1,56,25,903**	**66.60**
B	Non – Promoters' holding				
1.	Institutional Investors				
2.	Non - Institutional Investors				
	Private corporate bodies	15,00,405	6.39	15,00,405	6.39
	Directors & Relatives				
	Indian Public (Individuals/ HUF)	63,08,057	26.89	63,08,057	26.89
	Others [including Non Resident Indians (NRIs)]	28,000	0.12	28,000	0.12
	Sub Total (B)	**78,36,462**	**33.40**	**78,36,462**	**33.40**
	Grand Total (A)+(B)	**2,34,62,365**	**100.00**	**2,34,62,365**	**100.00**

Preference Shares : NIL

* Shareholding pattern post conversion of CCDs into Equity Shares cannot be derived currently as the resultant number of Equity Shares to be issued on conversion of CCDs will be determined at a later stage. The post issue share capital will be same as the pre- issue capital as issue of CCDs does not have any dilution impact but at the time of conversion to equity, the equity capital structure will change.

3. None of the Directors of the Company except the aforementioned Directors are in any way concerned or interested financially or otherwise in the Resolution except to the extent of their shareholding, if any, in the Company. Your Directors recommend the Resolution for your approval as a Special Resolution.

Item No.2

The Board of Directors have intended to raise the existing paid up capital through issue of Equity Shares to the tune of Rs. 2,00,00,210. One of the Existing investor has shown interest and agreed to participate further more in the equity capital of the Company to the tune of Rs. 2,00,00,210. The funds would be primarily utilised for Procurement of Machineries and some working capital requirements.

Detailed information as required under Section 42 is enumerated below:

1. The Board of Directors of the Company at their meeting held on November 3, 2025, have proposed and recommended to the Shareholders for their approval for making an offer of 48,781 Equity Shares of Rs.10/- each at a premium of Rs. 400.00/- per share for an aggregate amount of Rs. 2,00,00,210/- (Rupees Two Crore Two Hundred Ten Only) as fully paid-up equity shares in the Capital of the Company on private placement basis to following identified investor.

S. No	Investor Name	No. of Equity Shares Offered	Total Amount of Investment (Rs.)
1	Muthukrishnan Ravi	48,781	2,00,00,210
	Total	**48,781**	**2,00,00,210**

2. The following disclosures as required under Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 are made:

i. With a view of expansion of business activities, the Board of Directors have intended to raise funds to a total of Rs. 2,00,00,210 from the aforesaid investor(s) on preferential allotment basis.

ii. The size of the offer is as follows: Offer of 48,781 Equity Shares of Rs.10/- each at a premium of Rs. 400/- per share for an aggregate amount of Rs. 2,00,00,210/- (Rupees Two Crore Two Hundred Ten Only) as fully paid-up equity shares in the capital of the company on private placement allotment basis.

iii. Offer price of the Equity Shares has been determined on the basis of valuation report dated Nov 02, 2025 issued by Mr. Ramji Mahadevan, Registered Valuer, having their office at No.15-7, Maruthi, 35th Street, Nanganallur, Chennai - 600061, who is an independent Chartered Accountant in practice with Membership No.204541 and a Registered Valuer having Regn. No. IBBI/RV/05/2019/10894.

iv. The relevant date of valuation, for the purpose of this report, is September 30, 2025.

v. The offer is proposed to be made to the existing shareholder as mentioned above.

vi. No promoters, directors or key managerial personnel of the Company or their relatives are intended to subscribe to the offer.

vii. The offer is proposed to be kept open for a period of 60 days from the date of issuance of Offer letter. In the event of the investor intimating the Company prior to the offer period their acceptance or otherwise, the Company shall act upon such acceptance as soon as the Company receives such intimation from the shareholders, instead of waiting till the last date of this offer.

viii. The Company had made following private placement allotments of Equity shares and CCDs during the year 2025-26.

S.no	Date of allotment	Type of Instrument	No of Investors	No. of Securities allotted	Amount of Investment
1	16-05-2025	Equity Shares	32	12,13,700	30,00,26,640
2	24-09-2025	Compulsorily Convertible Debentures (CCDs)	38	1,13,05,000	11,30,50,000

All the afore-mentioned allotments were made during the Financial year 2025-26 and were completed and there are no securities as issued are pending for allotment as on the date of this notice.

ix. The allotment on a private placement basis made pursuant to the above proposed Special Resolution shall be completed within a period of twelve months from the date of passing of the special resolution.

x. The pre-issue and post-issue shareholding pattern of the company:

Equity:

S.No	Category	Pre-issue		Post-issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters' Holding				

1.	Indian				
	Individual	1,53,94,692	65.62	1,53,94,692	65.48
	Bodies Corporate	31,211	0.13	31,211	0.13
	Sub total	1,54,25,903	65.75	1,54,25,903	65.61
2.	Foreign Promoters				
	Individual	2,00,000	0.85	2,48,781	1.06
	Sub Total	2,00,000	0.85	2,48,781	1.06
	Sub total (A)	**1,56,25,903**	**66.60**	**1,56,74,684**	**66.67**
B	Non – Promoters' holding				
1.	Institutional Investors				
2.	Non - Institutional Investors				
	Private corporate bodies	15,00,405	6.39	15,00,405	6.38
	Directors & Relatives				
	Indian Public (Individuals/ HUF)	63,08,057	26.89	63,08,057	26.83
	Others [including Non Resident Indians (NRIs)]	28,000	0.12	28,000	0.12
	Sub Total (B)	**78,36,462**	**33.40**	**78,36,462**	**33.33**
	Grand Total (A)+(B)	**2,34,62,365**	**100.00**	**2,35,11,146**	**100.00**

Preference Shares : NIL

3. None of the Directors of the Company except the aforementioned Directors are in any way concerned or interested financially or otherwise in the Resolution except to the extent of their shareholding, if any, in the Company. Your Directors recommend the Resolution for your approval as a Special Resolution

Date: 03-11-2025
Place: Irungattukottai

SHAYA POLYMERS LIMITED Chennai 602 117

By Order of the Board of Directors

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