



# Syncom Formulations (India) Limited

A WHO-GMP & ISO 9001-2015 Certified Company

CIN No. : L24239MH1988PLC047759

19<sup>th</sup> December, 2020

SYNCOM/SE/2020-21

Online filing at [www.listing.bseindia.com](http://www.listing.bseindia.com)

To,  
The General Manager  
DCS-CRD  
BSE Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
MUMBAI - 400001

**BSE CODE: 524470**

**Sub.: Filing of the Notice of 1/2020-21 Extra Ordinary General Meeting to be held on 12<sup>th</sup> January, 2021.**

Dear Sir/Ma'am,

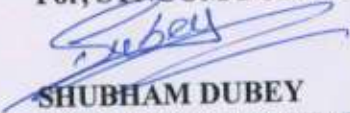
We are pleased to submit a copy of the Notice of the 1/2020-21 Extra Ordinary General Meeting of the Company to be held on **Tuesday, the 12<sup>th</sup> day of January, 2021 at 2:00 P.M.** through Video Conferencing (VC)/Other Audio Visual Means (OVAM) and physical presence of the members of the Company.

The company confirm to provide necessary facilities and precaution for the members who wishes to attend the meeting in person by physical presence subject to the conditions that they need to follow the norms of the Local Administrative Authorities for social distancing and wearing of mask, sanitization, etc. as may be applicable, for which purpose 7, **Niraj Industrial Estate, Off Mahakali Caves Road, Andheri (East) Mumbai (M.H.) 400093** at the venue for the meeting.

You are requested to please take on record the above said document for your reference and further needful.

Thanking You,  
Yours Faithfully,

For, **SYNCOM FORMULATIONS (INDIA) LIMITED**

  
**SHUBHAM DUBEY**  
COMPANY SECRETARY  
COMPLIANCE OFFICER



Encl.: Notice of 1/2020-21 Extra Ordinary General Meeting.

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# Syncom Formulations (India) Limited

A WHO-GMP & ISO 9001-2015 Certified Company

CIN No. : L24239MH1988PLC047759

## NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the 1/2020-21 Extra Ordinary General Meeting ("EGM") of the members of **Syncom Formulations (India) Limited** will be held on **Tuesday, the 12<sup>th</sup> day of January, 2021 at 2:00 P.M.** through Video Conferencing (VC) / Other Audio Visual Means (OVAM) as well as by physical presence of the members, if they voluntarily wish to attend the meeting at the registered office of the company situated at **7, Niraj Industrial Estate, Off Mahakali Caves Road, Andheri (East) Mumbai (M.H.) 400093** to transact the following businesses:

### SPECIAL BUSINESSES:

- To alter the Articles of Association of the Company by adoption of new set of Articles of Association in conformity with the Companies Act, 2013:**

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 Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association of the Company containing Article No. 1 to 125 as placed before this meeting, be and are hereby approved and adopted in substitution, and to the entire existing Articles of Association containing Clause No.1 to 292.

**RESOLVED FURTHER** that the Board be and is hereby authorised to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may be considered necessary or desirable to give effect to this resolution.

- To increase the Authorised Share Capital of the Company:**

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

**RESOLVED THAT** pursuant to Section 13, 64 and other applicable provisions, if any, of Companies Act, 2013 and the rules notified thereunder (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and further subject to any other laws and regulations, as may be applicable and the enabling provisions of Articles of Associations of the Company the approval of members of the Company be and is hereby accorded to increase the Authorised Share Capital of the company from Rs. 80,00,00,000/- (Rupees Eighty Crore Only) divided into 80,00,00,000 (Eighty Crores) Equity Shares of Rs.1/- each (Rupees One Only) to Rs. 95,00,00,000/- (Rupees Ninety Five Crores Only) divided into 95,00,00,000 (Ninety Five Crores) Equity Shares of Rs.1/- each (Rupees One Only).

- To alter the Clause V 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 Section 13, 64 and other applicable provisions, if any, of Companies Act, 2013 and the rules notified thereunder (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and further subject to any other laws and regulations, as may be applicable and the enabling provisions of Articles of Associations of the Company the approval of members of the Company be and is hereby accorded to alter the Clause V of the Memorandum of Association of the Company by way of substitution with the following new Clause V:

V. The Authorised capital of the Company is Rs. 95,00,00,000/- (Rupees Ninety Five Crores) divided into 95,00,00,000 (Ninety Five Crores) Equity Shares of Rs. 1/- (Rupees One Only) each with the power to increase and reduce the Capital of the Company and to alter, convert, re-classify, into several classes of stock or shares and to divide or sub-divide and consolidate the same with the power to attach thereto respectively such preferential, deferred, or special rights, privileges or

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conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company from time to time.

**4. To consider and approve the issuance of Warrants Convertible into Equity Shares on preferential basis to Promoter and Promoter Group 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 Section 62(1)(c) read with Section 42 of the Companies Act, 2013, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, [SEBI (ICDR) Regulations] the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, [SEBI (LODR) Regulations], the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 [SEBI (SAST) Regulations] and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the BSE Limited, where the shares of the Company are listed and subject to any approval, consent, permission and/or sanction of the other appropriate authorities, if any (hereinafter collectively referred to as “the appropriate authorities”), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as “the requisite approvals”), which may be agreed by the Board of Directors of the Company (hereinafter called ‘the Board’) which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution, the approval of members of the Company by way of Special Resolution, be and is hereby granted to create, offer, issue and allot upto 15,93,47,820 Warrants of Rs. 2.53 (Rupees Two and Paisa Fifty-Three Only) convertible into one Equity Share of Rs. 1/- (Rupees One Only) of the Company at a premium of Rs. 1.53 (Rupees One and Paisa Fifty Three Only) per share for every warrant as prescribed under the SEBI (ICDR) Regulations, 2018 for Preferential Issues of Shares/Securities as contained in Chapter V of the SEBI (ICDR) Regulations, 2018 in one or more tranches, to the following persons forming part of Promoter and Promoter group, who are eligible to participate in the preferential issue in such a manner and on upon the following basic terms and conditions:

Sr. No.	Name of Proposed Allottee	Category of the proposed Subscribers	No of Warrants of Rs. 2.53 per warrant proposed for allotment	No of equity shares of Rs. 1/- each to be issued upon conversion of the warrants at a premium of Rs. 1.53 per share
1.	Shri Kedarmal Bankda	Promoter	2,40,00,000	2,40,00,000
2.	Smt. Vimla Bankda	Promoter Group	4,00,47,000	4,00,47,000
3.	Shri Vijay Shankarlal Bankda	Promoter	4,00,00,820	4,00,00,820
4.	Smt. Asha Bankda	Promoter Group	4,60,00,000	4,60,00,000
5.	Smt. Sulabh Rahul Bankda	Promoter Group	93,00,000	93,00,000
	<b>Total</b>		<b>15,93,47,820</b>	<b>15,93,47,820</b>

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) read with Section 42 of the Companies Act, 2013, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Chapter V of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, [SEBI (ICDR) Regulations] the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, [SEBI (LODR) Regulations], the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 [SEBI (SAST) Regulations] and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the BSE Limited where the shares of the Company are listed and subject to any approval, consent, permission and/or sanction of the appropriate authorities, (hereinafter collectively referred to as “the appropriate authorities”), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as “the requisite approvals”), and which may be agreed to by the Board of Directors of the Company (hereinafter called ‘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 power conferred by this resolution, and the approval of members of the Company by way of Special Resolution, the company be and is hereby granted to create, offer, issue and allot upto 15,93,47,820 Warrants of Rs.



2.53 (Rupees Two and Paisa Fifty Three Only) per warrants convertible into one Equity Share of Rs. 1/- each of the Company at a premium of Rs. 1.53 (Rupees One and Paisa Fifty Three Only) per share, for a total consideration of up to Rs. 40,31,49,984.60 (Rupees Forty Crores Thirty One Lakh Forty Nine Thousand Nine Hundred Eighty Four and Paisa Sixty Only) on the minimum price as determined by the Auditors of the Company with respect to the **Relevant Date i.e. 13<sup>th</sup> December, 2020**, as prescribed under the SEBI (ICDR) Regulations, 2018 for Preferential Issues of Shares/Securities as contained in Chapter V of the SEBI (ICDR) Regulations, 2018 in one or more tranches, by way of preferential issue.

**RESOLVED FURTHER THAT** the aforesaid issue of the Warrants shall be issued on the following terms and conditions:

- (a) The warrants shall be issued on preferential basis to the aforesaid proposed allottees at a price of Rs. 2.53 (Rupees Two and Paisa Fifty Three only) per warrants;
- (b) The warrants shall be issued in the D-mat Form only;
- (c) Rs.0.65 (Paisa Sixty Five only) per warrant (being not less than 25% of the price of warrant) shall be payable along with the application and remaining amount of Rs.1.88 (Rupees One and Paisa Eighty Eight only) per warrant shall be payable before exercising the option for conversion of warrants into equity share within a period of 18 (Eighteen) months from the date of allotment of warrants in one or more than one tranches;
- (d) If the entitlement against the Warrants to apply for the equity shares is not exercised within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto, shall expire and the amount paid on the application shall be liable for forfeiture as per provisions of the SEBI (ICDR) Regulations, 2018.
- (e) The Warrant holder shall be entitled to exercise any or all of the warrants in one or more tranches by way of a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate amount due thereon, without any further approval from the shareholders prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of shares to the Warrant holder;
- (f) The warrant holder may apply for conversion of warrants in the ratio of one share of Rs. 1/- (Rupees One Only) each per warrant in one or more than one tranches subject to compliance of the SEBI (SAST) Regulations, 2011 as may be applicable from time to time;
- (g) The Warrants shall not be listed and tradable at the stock exchange and shall be under lock in period;
- (h) The Equity shares so allotted upon conversion of warrants shall be listed at the BSE Ltd. where the existing shares of the Company are listed;
- (i) The Equity share so allotted upon conversion shall be under lock in for a period of 3(three) years from the date of trading permission granted by the BSE Ltd. where the shares are listed;
- (j) The existing shares held by the proposed allottees shall be under freeze/lock in period for a period not less than 6 (six) months from the date of issuance of warrants;
- (k) In accordance with the provisions of Regulation 162 of SEBI (ICDR) Regulations, 2018, the tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment;
- (l) The Warrants by itself until exercised and equity shares so allotted, does not give to the Warrant holder thereof any rights with respect to that of a shareholder of the Company;
- (m) Upon exercise by the holder of the Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to Warrant holder, evidence of the credit of the Equity Shares to the depository account of the Warrant holder and entering the name of Warrant holder in the records of the Company (including in the Register of Members of the Company) as the registered owner of such Equity Shares.
- (n) Other terms and conditions if any as may be prescribed and applicable relating to the SEBI (ICDR) Regulations, SEBI (LODR) Regulations and SEBI (SAST) Regulations.

**RESOLVED FURTHER THAT** for the purpose of issuance of the warrants convertible into equity shares the relevant date is determined and fixed by the Board as 13<sup>th</sup> December, 2020 i.e. thirty date prior to the Extra Ordinary General Meeting proposed to be held on 12<sup>th</sup> January, 2021.

**RESOLVED FURTHER THAT** for the purpose of issuance of the warrants convertible into equity shares is fixed at Rs. 2.53 (Rupees Two and Paise Fifty Three) for conversion of warrant into Equity Shares of Rs. 1/- (Rupees One Only) at a premium of Rs. 1.53 (Rupees One and Paise Fifty Three Only)



of the company for every warrant as the price determined by the Auditors of the Company as per their certificate dated 18<sup>th</sup> December, 2020.

**RESOLVED FURTHER THAT** the equity shares allotted on exercise of warrants in terms of this Resolution shall rank pari passu in all respects (including as to entitlement to participate in voting powers, dividend, bonus shares and right entitlement, if any) with the existing fully paid-up equity shares of face value of Rs. 1/- each of the Company, subject to the relevant provisions contained in the Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose giving effect to the above, the Board of directors including a Committee thereof duly constituted by the Board (with power to delegate to any Officer of the Company), be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid Securities, filing of corporate action for addition of new warrants and equity shares for change in the capital structure with the Central Depository Services (India) Ltd. and/or National Security Depository Limited and listing thereof with the stock exchange as may be required and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the aforesaid Securities, execution of documents related to utilization of the issue proceeds, and to do all acts, deeds and things in connection therewith and incidental thereto as the Board or Committee in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**Place: Indore**

**Date: 18<sup>th</sup> December, 2020**

Syncom Formulations (India) Limited

CIN: L24239MH1988PLC047759

Registered Office:

7, Niraj Industrial Estate,

Off Mahakali Caves Road,

Andheri (East), Mumbai (MH) 400093

**Notes:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020 and General Circular No.33/2020 dated 28<sup>th</sup> Sept., 2020 issued by the Ministry of Corporate Affairs (MCA) and the physical attendance of the Members in the EGM venue is not required and Extra Ordinary General Meeting can be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM as well as by their physical presence at the meeting. The Company confirm to provide necessary facilities and precaution for the members who wishes to attend the meeting in person by physical presence subject to the conditions that they need to follow the norms of the Local Administrative Authorities for social distancing and wearing of mask, sanitization, etc., as may be applicable.
2. In case if the Statutory Authority, extend the relaxation to the companies to conduct their meeting in compliance with the Circular issued by such authority, the Company shall comply with the said circular and the provisions mentioned therein. However, in case no such relaxation is extended by the Statutory Authority, before the Date of EGM, the ensuing EGM shall be conducted at per the applicable provisions of the Companies Act, 2013 read with the applicable SEBI (LODR) Regulations and no benefits of the aforesaid circular shall be availed by the company.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following procedure as mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for at least 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM physically or through VC/OAVM will also be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
5. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
6. A person can act as a proxy on behalf of members not exceeding 50 in numbers and holding in aggregating not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or Shareholder.  
The instrument of proxy in order to be effective should be deposited at the Registered Office of the Company duly completed and signed not less than 48 hours before the time fixed for the Meeting. A Proxy form is sent herewith.



**By order of the Board**

*Subey*

**CS SHUBHAM DUBEY  
COMPANY SECRETARY &  
COMPLIANCE OFFICER  
ACS: 54971**



7. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting, is annexed thereto.
8. The Members are requested to:
  - a. Intimate changes, if any, in their registered addresses immediately.
  - b. Quote their ledger folio number in all their correspondence.
  - c. Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
  - d. Bring their Notice of 1/2020-21 EGM and Attendance Slips with them at the EGM venue.
  - e. Send their Email address to us for prompt communication and update the same with their D.P. to receive softcopy of the Notice of 1/2020-21 EGM of the Company.
9. Members seeking any information are requested to write to the Company by email at [finance@sfil.in](mailto:finance@sfil.in) at least 7 (Seven) days before the date of the EGM to enable the management to reply appropriately at the EGM.
10. Members are requested to notify immediately correct address for any change in their address and also intimate their active E-Mail id to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company at Ankit Consultancy Pvt. Ltd. Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452001.
11. In compliance with the aforesaid MCA Circulars dated 5<sup>th</sup> May, 2020 and SEBI Circular dated May 12, 2020, Notice of the 1/2020-21 EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
12. Members may also note that the 1/2020-21 EGM Notice is also available on Company's website [www.sfil.in](http://www.sfil.in), and on the websites of the Stock Exchanges i.e. BSE Ltd. at [www.bseindia.com](http://www.bseindia.com), and on the website of CDSL <https://www.evotingindia.com>. However, if any specific request received from the members for demanding of the physical copy of the Notice of EGM will be provided by the company.
13. Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting pursuant to section 113 of Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with the respective specimen signatures of those representatives authorized under the said resolution to attend and vote on their behalf at the Meeting.
14. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday, between 11:00 A.M. and 1:00 P.M. up to the date of the Extra Ordinary General Meeting.
15. Members/proxies/authorized representatives are requested to bring the duly signed attendance slip in accordance with their specimen registered with the Company and a copy of 1/2020-21 Extra Ordinary General Meeting with them to attend the Meeting.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Companies Act, 2013 will be available for inspection by the Members electronically during the EGM. Members seeking to inspect such documents can send an email to [finance@sfil.in](mailto:finance@sfil.in)
17. The Attendance Slip, Proxy Form, Route Map are annexed with the Notice of 1/2020-21 Extra Ordinary General Meeting and will also be available on the company website [www.sfil.in](http://www.sfil.in) for their download.

#### 18. Voting through electronic means

Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.

- (i) The voting period begins on **9<sup>th</sup> January, 2021 Saturday (I.S.T. 9.00 A.M.) and ends on 11<sup>th</sup> day of January, 2021 Monday (I.S.T 5.00 p.m.)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **5<sup>th</sup> January, 2021 Tuesday** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Members who have cast their vote by remote e-voting prior to the EGM may also join the EGM through VC but shall not be entitled to cast their vote again.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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 voting of any company, then your existing password is to be used.
- (viii) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form 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 which is printed on Postal Ballot /Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details	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.
OR	<ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the</li> </ul>



Date of Birth (DOB)	member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant "SYNCOM FORMULATION (INDIA) LIMITED" on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- 19. Process for those shareholders whose email addresses are not registered with the Depositories for obtaining Login Credentials for E-Voting for the Resolutions proposed in this notice:**
- 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 [finance@sfil.in](mailto:finance@sfil.in)/ [rtaindore@gmail.com](mailto:rtaindore@gmail.com)
  - For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) [finance@sfil.in](mailto:finance@sfil.in)/[rtaindore@gmail.com](mailto:rtaindore@gmail.com)
  - The company/RTA shall co-ordinate with CDSL and provides the login credentials to the abovementioned shareholders.
- 20. Instructions for members attending the EGM through VC/OAVM are as under:**
- Shareholder will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders / members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder / members login where the EVSN of Company will be displayed.
  - Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
  - Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - 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.
  - 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 **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [finance@sfil.in](mailto:finance@sfil.in). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [finance@sfil.in](mailto:finance@sfil.in). These queries will be replied by the company suitably by email.
  - Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 21. Instructions for members for E-Voting during the EGM are as under: -**
- The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
  - Only those Members/ shareholders, who will be 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 in the EGM.
  - 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.
  - Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.



5. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.
- 22. Note for Non-Individual Shareholders and Custodians**
- 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 "Corporate" module.
  - 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).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - 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: [finance@sfil.in](mailto:finance@sfil.in) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
  - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
  - All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal 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 1800225533.
- 23. Other Instructions**
- Members can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - Any person, who acquires shares of the Company and become member of the Company after mailing of the notice and holding shares as on the cut-off date i.e., **5<sup>th</sup> January, 2021 (Tuesday)**, may obtain the login ID and password by sending a request at [rtaindore@gmail.com](mailto:rtaindore@gmail.com).
  - A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., **5<sup>th</sup> January, 2021 (Tuesday)** only shall be entitled to avail the facility of remote e-voting as well as e-voting at the EGM.
  - The Chairman shall, at the EGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present / logged in at the EGM but have not cast their votes by availing the remote e-voting facility.
  - The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same.
  - The result declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.sfil.in> and on the website of CDSL immediately. The Company shall simultaneously forward the results to BSE Ltd., where the shares of the Company are listed.
  - For any other queries relating to the shares of the Company, you may contact the RTA at the following address:  
M/s. Ankit Consultancy Pvt. Ltd.  
60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010  
Tel: 0731-4281333, 4065797/99; E-mail: [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com) or [ankitonline.com](mailto:ankitonline.com)
  - Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Ankit Consultancy Private Limited, Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010, in case the shares are held by them in physical form.
  - As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Ankit Consultancy Pvt. Ltd, Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010, in case the shares are held in physical form.
  - 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.

**EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013  
IN RESPECT OF SPECIAL BUSINESSES:**

**Item No. 1:**

The existing Articles of Association ("AOA") of the Company are based on the provisions of the earlier Companies Act, 1956. As the Members are aware that the Ministry of Corporate Affairs ("MCA") has notified most of the





sections of the Companies Act, 2013 ("the Act") which replace the provisions of the Companies Act, 1956. The MCA has also notified the Rules pertaining to the further notified sections. In order to bring the existing AOA of the Company in the line with the provisions of the Companies Act, 2013 the Company needs to make numerous changes in the existing AOA containing clause 1 to 292. Therefore, for the sake of clearing it is desirable to adopt a comprehensive new set of Articles of Association of the Company ("New Articles") containing Clause 1 to 125 in substitution of the existing AOA.

Pursuant to the provisions of Section 14 of the Act, approval of the shareholders of the company by special resolution is required to alter the existing AOA or adoption of the New Articles to replace the existing AOA, hence, the approval of the shareholders is being sought for the adoption of the New Articles.

A copy of the existing AOA and proposed New Articles to be adopted are available for inspection by the members at the registered office of the Company during normal business hours on all working days from the date of dispatch of the notice, upto the date of the EGM and is also hosted on the website of the Company.

None of the Directors/KMPs or their relatives shall be deemed to be interested or concerned financially or otherwise in the aforesaid resolutions, except as a shareholder of the Company.

The Board commends the Special Resolution as set out in Item No.1 of the Notice for the approval of the members of the Company.

**Item No. 2 & 3:**

The Company forecasting the future prospects and growth objectives proposes to surge the present Authorised Share Capital Base, which is inadequate, to accommodate the further issuance of shares. Therefore, it is appropriate to increase the Authorised Share Capital of the Company from Rs. 80.00 Crores (Rupees Eighty Crores Only) to Rs. 95.00 Crores (Rupees Ninety Crores Only) as per Item No. 2 of the Notice by way of Ordinary Resolution.

To give effect of the increased Authorised capital it is required to alter the existing Clause V of the Memorandum of Association by substitution with the new clause V as given in the Item No. 3 of the Notice by way of Special Resolution.

A copy of the existing Memorandum of Association of the Company along with the draft of the proposed amendments, will be available for inspection by the Members at the Registered Office of the Company on all working days from 10 AM to 5 PM, except on Holidays, upto the date of Extra-Ordinary General Meeting.

The Board recommends the Ordinary and Special Resolutions as set out in Item No. 2 and 3 of the Notice for the approval of the members of the Company.

None of the Directors/KMPs or their relatives shall be deemed to be interested or concerned financially or otherwise in the aforesaid resolution except as a shareholder of the Company.

**Item No. 4:**

For meeting the requirement for expansion of capacity of Injectable from 200.00 Lakhs P.A. to 300.00 Lakhs P.A. and modernization of the Tablet Division of the Company as well as to meet out the working capital requirements and for general corporate purposes the Board of Directors of the Company, at their Meeting held on 18<sup>th</sup> December, 2020 accorded its approval for issue upto 15,93,47,820 (Fifteen Crores Ninety Three Lakhs Forty Seven Thousand Eight Hundred Twenty Only) of Warrants of Rs. 2.53 (Rupees Two and Paise Fifty Three) Warrants aggregating Rs. 40,31,49,984.60 (Rupees Forty Crores Thirty One Lakhs Forty Nine Thousand Nine Hundred Eighty Four and Paise Sixty Only) convertible into one Equity Shares of Rs. 1/- Each (Rupees One only) at a premium of Rs. 1.53 (Rupees One and Paise Fifty Three Only) per Warrant to Promoter and Promoter group of the Company ("Warrant holder/ Proposed Allottee") on preferential basis on the price as determined by the Auditors of the Company M/s Sanjay Mehta & Associates, Chartered Accountants (F.R. No. 011524C) by certificate dated 18<sup>th</sup> December, 2020 in accordance with the provisions of Regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations") as amended from time to time.

Pursuant to the provisions of Sections 62(1)(c) and 42 of Companies Act, 2013 ("the Act") read with the SEBI (ICDR) Regulations and the SEBI (LODR) Regulations any preferential allotment of Securities needs to be approved by the Members of the Company by way of a Special Resolution.

1. In terms of Regulation 163 of the SEBI (ICDR) Regulations, the following disclosures being provided which forms part of this Explanatory Statement.

- a) **Objects of the Issue**-The objective of the issue is to raise funds upto Rs. 4031.50 Lakhs (Rupees Four Thousand Thirty One Lakh and Fifty Thousand Only) to strengthen the capital base of the Company and expand its business activities in order to achieve its growth objective and to meet the cost of the expansion of the Injectable capacity from 200.00 Lakhs to 300.00 Lakhs per annum and modernization of the Tablet Department project being carried at Pithampur Unit.

**(i) The Source of funds to be raised: (Rs. In Lakhs)**

S. No.	Particular	Amount of the Source of Funds	Remarks
1	Issue Proceed from the preferential issue of warrants convertible into equity shares	4031.50	Will be raised in phased manner till May, 2022



	<b>Total</b>	<b>4031.50</b>	
<b>(ii) Utilization of the Funds towards the objects of the Issue:</b>			
S. No.	Particular	Amount of the Source of Funds	Remarks
1	Investment in the Sheds and Building	1200.00	Will be utilized in the phase manner till the completion of project from time to time
2	Plant & Machinery and Equipments	1800.00	
3	Long Term working capital	1005.50	
4	Issue relating expenses	26.00	
	<b>Total</b>	<b>4031.50</b>	

- b) **Maximum number of specified securities to be issued** - The Company proposes to offer, issue and allot upto 15,93,47,820 (Fifteen Crores Ninety Three Lakhs Forty Seven Thousand Eight Hundred Twenty Only) warrants of Rs. 2.53 (Rupees Two and paisa Fifty Three Only) convertible into Equity share of Rs. 1/- (Rupees One Only) at a premium of Rs. 1.53 (Rupees One and Paisa Fifty Three Only) per share of the company for every warrant in proportion of 1 share for 1 warrant.
- c) **Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer**-The Promoter and their relatives forming group of promoters of the Company intends to subscribe to this preferential issue. However, the Independent Director and Key Managerial Person shall not participate in the proposed issue.

The list of the proposed allottees are as under:

Sr. No.	Name of Proposed Allottee	Category of the proposed Subscribers	No of Warrants of Rs. 2.53 per warrant proposed for allotment	No of equity shares of Rs. 1/- each to be issued upon conversion of the warrants at a premium of Rs. 1.53 per share
1.	Shri Kedarmal Bankda	Promoter	2,40,00,000	2,40,00,000
2.	Smt. Vimla Bankda	Promoter Group	4,00,47,000	4,00,47,000
3.	Shri Vijay Shankarlal Bankda	Promoter	4,00,00,820	4,00,00,820
4.	Smt. Asha Bankda	Promoter Group	4,60,00,000	4,60,00,000
5.	Smt. Sulabh Rahul Bankda	Promoter Group	93,00,000	93,00,000
	<b>Total</b>		<b>15,93,47,820</b>	<b>15,93,47,820</b>

- d) **Shareholding pattern of the issuer before and after the preferential issue-**

The Company submit the following proposed shareholding pattern before and after the allotment (subject to that the offer is fully subscribed)

S. No.	Category	Pre-Issue Shareholding as on 11 <sup>th</sup> December, 2020		Post-Issue Shareholding	
		Equity Shares of Rs. 1/-		Equity Shares of Rs. 1/-	
		No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
<b>A</b>	<b>Promoters Holding</b>				
A-1.	Indian Promoters				
	1. Individual/HUF	232938654	29.84	#392286474	#41.73
	2. Body Corporate	83061125	10.64	83061125	8.84
A-2.	Foreign Promoters				
	<b>Sub Total (A)</b>	<b>315999779</b>	<b>40.48</b>	<b>475347599</b>	<b>50.57</b>
<b>B-1</b>	<b>Public Shareholding</b>				
	Institutional Investors	0	0.00	0	0.00
	Mutual Funds	0	0.00	0	0.00
	Venture Capital Funds	0	0.00	0	0.00
	Alternate Investment Funds	0	0.00	0	0.00
	Foreign venture Capital Investors	0	0.00	0	0.00
	Foreign Portfolio Investors	0	0.00	0	0.00
	Financial Institutions/Banks	0	0.00	0	0.00
	Insurance Companies	0	0.00	0	0.00
	Provident Funds/Pension Funds	0	0.00	0	0.00
	Any Other	0	0.00	0	0.00
	<b>Sub Total (B)(1)</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
B-2	Central Government/State Government(s) / President of India	0	0.00	0	0.00
	<b>Sub Total (B)(2)</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>



B-3	Non -Institutions				
(a)	i. Individual Shareholders holding nominal share capital up to Rs. 2.00 lakhs	297725835	38.14	297725835	31.67
	ii. Individual Shareholders holding nominal share capital in excess of Rs. 2.00 lakhs	122898993	15.74	122898993	13.07
(b)	NBFCs Registered with RBI	0	0.00	0	0.00
(c)	Employee Trusts	0	0.00	0	0.00
(d)	Overseas Depositories(Holding DRs)(Balancing figure)	0	0.00	0	0.00
(e)	Any Other	0	0.00	0	0.00
	Trusts	0	0.00	0	0.00
	Alternate Investment Fund	0	0.00	0	0.00
	Non-Resident Indians	19171571	2.73	19171571	2.04
	Clearing Members	9458905	0.30	9458905	1.01
	Non-Resident Indian Non-Reparable	0	0.00	0	0.00
	Bodies Corporates	14674787	1.89	14674787	1.56
	IEPF	722310	0.08	722310	0.08
	<b>Sub Total (B) (3)</b>	<b>464652401</b>	<b>59.52</b>	<b>464652401</b>	<b>49.43</b>
	<b>Total Public Shareholding (B)=(B1+B2=B3)</b>	<b>464652401</b>	<b>59.52</b>	<b>464652401</b>	<b>49.43</b>
C	Non Promoter-Non Public Shareholders	0	0.00	0	0.00
1	Custodian/DR Holder	0	0.00	0	0.00
2	Employee Benefit Trustee (Under SEBI (Share based Employee Benefits) Regulations,2014	0	0.00	0	0.00
	Total Non-Promoter- Non Public Shareholder (C=C1+C2)	0	0.00	0	0.00
	<b>Grand Total (A+B+C)</b>	<b>780652180</b>	<b>100.00</b>	<b>940000000</b>	<b>100.00</b>

# Assuming that the proposed allottee of the warrants shall subscribe the entire proposed issue and shall give option of conversion of warrants. Further that it is assumed that there would no significant change in other category of shareholding due to allotment of the shares upon the conversion of the warrants.

- e) **time frame within which the preferential issue shall be completed-** Subject to the obtaining all the required approvals, the allotment of the above said Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the Special resolution by the shareholders.
- f) **identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:** Not Applicable, since the Company is not proposing to make offer and allotment of any of the warrants to any Body Corporate. The management do not envisage any change in the control of the issuer company as such.
- g) **Undertakings:** In terms of the ICDR Regulations, the Company hereby undertakes that: Since the equity shares of the Company have been listed on BSE Ltd. for a period of more than 26 weeks prior to the relevant date, the Company is no required to re-compute the price of the Equity Shares, and therefore, the Company is not required to submit the undertakings specified under Regulation 163(1)(g) and 163(1)(h) of SEBI (ICDR) Regulations.
- h) Disclosure as specified in Schedule VI of the SEBI (ICDR) Regulation: The Board of director do hereby confirm that none of the promoter or director of the Company are wilful defaulter.
2. **Auditor's Certificate:** A copy of the certificate issued by M/s Sanjay Mehta & Associates, Chartered Accountant, (F.R. No. 011524C) the Statutory Auditors of the Company, certifying that the proposed preferential issue of Warrants are in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations, is placed at the Registered office of the company and is available for inspection till the conclusion of the Extra Ordinary General Meeting to be held on 12<sup>th</sup> January, 2021.
3. The Company confirm that it does not propose to issue any warrant/shares for consideration other than cash, therefore it does not require to seek any valuation Report from the Independent Valuer.
4. The relevant date have been considered as 13<sup>th</sup> December, 2020 for the purposes of determination of pricing of the equity shares to be issued/allotted upon the conversion/or exchange of convertible warrants have taken as 30 days prior to the Extra Ordinary General Meeting to be held on 12<sup>th</sup> January, 2021.
5. **Basis or Justification of Price:** the issue price has been determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations,2018.



Since, the Company is listed and frequently traded on BSE Ltd. the Trading Volume of the Equity Shares of the Company on the stock exchange have been considered to determine the higher trading volume for computation of issue price. Pursuant to Regulation 164(1) of the SEBI (ICDR) Regulation, the issue of Equity Shares arising out of exercise of warrants issued on preferential basis shall be made at price not less than higher of followings:

- The average of Weekly High and Low of the Volume Weighted Average Price of the related equity shares quoted on BSE Ltd. during the Twenty Six Weeks preceding the relevant date ;Or
- The average of Weekly High and Low of the Volume Weighted Average Price of the related equity shares quoted on BSE Ltd. during the Two Weeks preceding the relevant date.

Pursuant to the above, the floor price for allotment of Warrants/shares were determined to be Rs. 2.53 (Rupees Two and Paise Fifty Three) per Warrant/ Shares.

- Lock-in Period:** The Warrants and the equity shares allotted pursuant to exercise of options attached to Warrants issued on preferential basis will be subject to lock-in as provided in the SEBI (ICDR) Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in for a period of 6 (six) months from the date of allotment of warrants. Further that the warrants issued and upon conversion of the warrants the equity shares as may be issued shall be under lock in period for a period of 3 (three) years from the date of trading approval granted by the Stock Exchange.
- In terms of Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 the following disclosures being provided which are not included in the aforesaid disclosures;

- The Name of the proposed allottee and percentage of post preferential offer capital that may be held by them-**The proposed allotment is to be made to Promoter and Promoter Group of the company. The name of the proposed allottees and their pre/post issue capital may be as under after conversion of warrants into equity shares:

Sr. No.	Name of Allottee	Pre-Issue Share holding	% of Share holding	No of shares to be allotted after conversion of warrants	Post conversion/ issuance of shareholding	% of Share holding
1.	Shri Kedarmal Bankda	9,01,94,650	11.55	2,40,00,000	11,41,94,650	12.15
2.	Smt. Vimla Bankda	12,320	0.00	4,00,47,000	4,00,59,320	4.26
3.	Shri Vijay Shankarlal Bankda	5,85,53,775	7.50	4,00,00,820	9,85,54,595	10.48
4.	Smt. Asha Bankda	54,319	0.01	4,60,00,000	4,60,54,319	4.90
5.	Smt. Sulabh Rahul Bankda	100	0.00	93,00,000	93,00,100	0.99
	<b>TOTAL</b>	<b>14,88,15,164</b>	<b>19.06</b>	<b>15,93,47,820</b>	<b>30,81,62,984</b>	<b>32.78</b>

All the above mentioned proposed allottees are the promoters and relatives of the Promoters of the Company.

- Change in control, if any in the Company that would occur consequent to the preferential issue-** There will be no change in the control of the Company upon completion of the underlying Transactions except increase in the Voting Rights of the Promoter and Promoter Group.
- Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price-** No allotment of shares or securities were made by the Company during the year or calendar year as well as financial year 2020-21.
- the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.** Not Applicable

The Board recommends the Special Resolution as set out in Item No. 4 of the Notice for the approval of the members of the Company.

All the material documents are available at the Registered office of the Company.

Shri Kedarmal Shankarlal Bankda and Smt. Rinki Ankit Bankda, Whole-time Director's and Shri Vijay Shankarlal Bankda, Managing Director of the company and Shri Ankit Kedarmal Bankda, CFO of the company and their relatives are concerned or interested financially or otherwise in the proposed Resolution to the extent of the warrants issued and upon conversion of warrants the equity shares as may be issued and resulting changing in the voting rights, except above none of the other Directors and KMP's are interested in the said resolution.

As per Regulation 23(4) of the SEBI (LODR) Regulations, all the related parties shall absent from voting on the Resolution No. 4 for approval of material related party transaction, irrespective of facts whether the entity is a related party to a particular transaction or not. However, section 188 of the Companies Act, 2013 read with the Relevant Rules and applicable provisions does not list down the proposed preferential issue as a related party transaction and thereby permits the related party to vote on the transaction which are not covered under section 188(1) of the Companies Act, 2013. This Notice is given accordingly in terms of the SEBI (LODR) Regulation and the said provision of the Companies Act, 2013 for the consideration of the resolution and the related parties vote



shall be ignored for compliance with the Regulation 23(4) of the SEBI (LODR) Regulation, but shall be taken into consideration for compliance with the provisions of the Companies Act, 2013.

**Place: Indore**

**Date: 18<sup>th</sup> December, 2020**

Syncom Formulations (India) Limited

CIN: L24239MH1988PLC047759

Registered Office:

7, Niraj Industrial Estate,

Off Mahakali Caves Road,

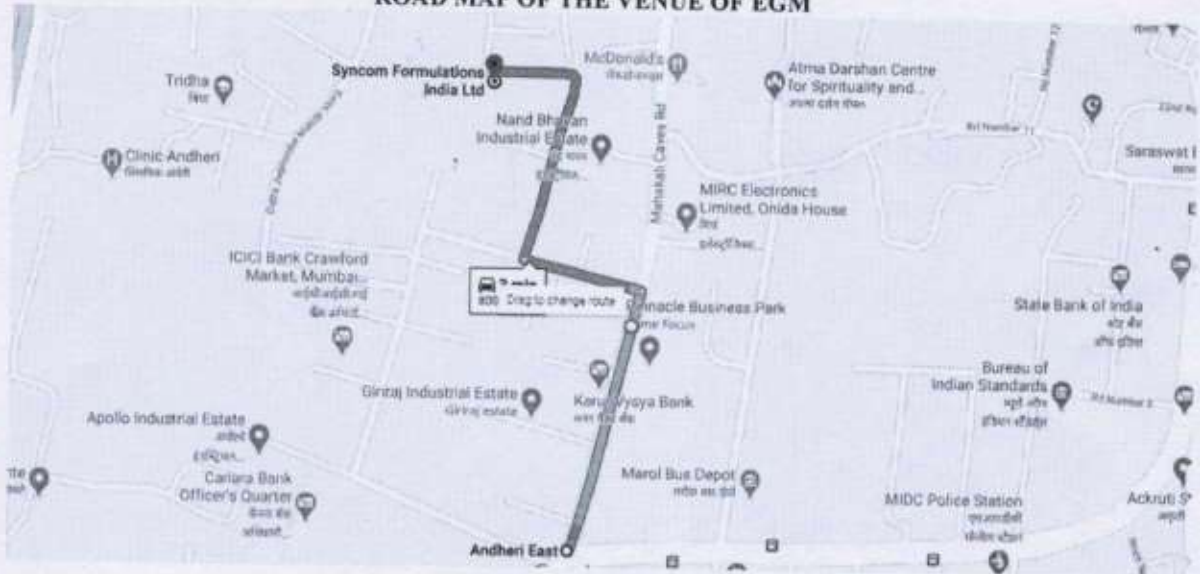
Andheri (East), Mumbai (MH) 400093



By order of the Board

*Subey*  
**CS SHUBHAM DUBEY**  
**COMPANY SECRETARY &**  
**COMPLIANCE OFFICER**  
ACS: 54971

### ROAD MAP OF THE VENUE OF EGM



## PROXY FORM-FORM MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name : SYNCOM FORMULATIONS (INDIA) LIMITED  
CIN : L24239MH1988PLC047759  
Regd. Office : 7, Niraj Industrial Estate, Off Mahakali Caves Road,  
Andheri (E), Mumbai (M.H.) 400093

Name of the member (s) :  
Registered address :  
E-mail Id :  
Folio No/ Client ID/ DP ID :  
I/We, being the member (s) of ..... shares of the above-named company, hereby appoint

1. Name :  
Address :  
E-mail Id :  
Signature : ..... or failing him  
2. Name :  
Address :  
E-mail Id :  
Signature : ..... or failing him  
3. Name :  
Address :  
E-mail Id :  
Signature : ..... or failing him

As my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 01/2020-21 Extraordinary general meeting of the company, to be held on **Tuesday, the 12<sup>th</sup> January 2021 at the Registered Office at 7, Niraj Industrial Estate, Off Mahakali Caves Road, Andheri (E), Mumbai (M.H.) 400093 at 2:00 P.M.** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Type of Resolutions	Resolutions
1.	Special	To alter the Articles of Association of the Company by adoption of new set of Articles of Association in conformity with the Companies Act, 2013.
2.	Ordinary	To increase the Authorised Share capital.
3.	Special	To alter the clause V of Memorandum of Association of the Company.
4.	Special	To consider and approve issue upto 15,93,47,820 Warrants of Rs. 2.53 per warrant convertible into equity shares of Rs. 1/- each at a premium of Rs. 1.53 per Share for every warrant on preferential basis to Promoter and Promoter Group of the company.

Signed this ..... day of ..... 2021

Signature of Shareholder

Signature of Proxy holder(s)

*Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*

### ATTENDANCE SLIP

1/2020-21 EXTRAORDINARY GENERAL MEETING OF SYNCOM FORMULATIONS (INDIA) LIMITED -  
CIN: L24239MH1988PLC047759 HELD ON TUESDAY, THE 12<sup>TH</sup> DAY OF JANUARY 2021 AT 2:00 P.M. AT  
7, NIRAJ INDUSTRIAL ESTATE, OFF MAHAKALI CAVES ROAD, ANDHERI (E), MUMBAI (M.H.) 400093

Folio. No./DP ID/Client ID \_\_\_\_\_

Mr./Mrs./Miss \_\_\_\_\_

(Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the 01/2020-21 Extraordinary general meeting of the company at 7, Niraj Industrial Estate, Off Mahakali Caves Road, Andheri (E), Mumbai (M.H.) 400093 on 12<sup>th</sup> January 2021 at 2.00 P.M.

(If signed by proxy, his name should be written in block letters)

(Shareholders/proxy's Signature)

Note:

- Shareholders/proxy holders are requested to bring the attendance Slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
- If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.

