

Polymatech Electronics Limited

**Registered Office: Plot No OZ - 13, SIPCOT Hi -Tech SEZ,
Oragadam, Kancheepuram, Tamil Nadu, India – 602 105**

**CIN : U32107TN2007PLC063706 GST: 33AAECP2981Q3ZT
www.polymatech.in email: cos@polymatech.in**

NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of the members of Polymatech Electronics Limited will be held on Saturday the 29th of November 2025 at 3.00 P.M.(IST) through video conferencing (“VC”) / other audio-visual means (“OAVM”) facility to transact the following business:

Ordinary Business

1. Adoption of Financial Statements, Board Report and Auditor Report

To receive, consider and adopt the Profit & Loss Account and Cash Flow Statement for the year ended 31st March,2025 and Balance Sheet as on that date together with the Report of the Board of Directors and Auditor thereon.

2. Retire by Rotation

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

“**RESOLVED THAT** Mr. Vishaal Nandam (DIN: 07318680), Director, who retires by rotation and being eligible, offers himself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Special Business

3. Appointment of Mr. Krishnaswamy Mohanasundaram as an Executive Director of the Company

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

“RESOLVED THAT, pursuant to the provisions of Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Krishnaswamy Mohanasundaram (DIN: 11248657), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act and Articles of Association of the Company, whose term of office expires in this General Meeting and who qualifies for being appointed as an Executive Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Executive Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors and/or any Committee thereof and/or the Key Managerial Personnel of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such applications, filings and registrations as may be required in relation to the aforesaid appointment and further do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient including the filing of requisite forms that may be required on behalf of the Company and to settle and to authorize any of the directors and/ or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard.”

4. Issuance of up to 34,000,000 Equity Shares on Preferential Basis upon Conversion of Outstanding Unsecured Loan

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with the Companies (Prospectus and Allotment of Securities) Rules,

2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the company as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs or any other competent authorities, any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot, on a preferential basis, up to up to **204,00,00,000(Rupees Two Hundred Four Crore Only), at an issue price of Rs.60/- (Rupees Sixty Only)** per Equity Share as may be determined on such further terms and conditions as may be finalized by the Board of Directors, to the following allottee:

S No.	Name of the proposed allottee	Category	No. of Equity Shares to be allotted	Face Value
1	Mrs. Uma Nandam	Promoter cum Director	34,000,000	Rs.2/-

“RESOLVED FURTHER THAT in terms of the provisions of the provisions of companies act,2013 the relevant date for determining the minimum issue price of Equity Shares shall be Thursday, November 06th , 2025, being the date 23 days prior

to the date of the Annual General Meeting of the shareholders of the Company scheduled to be held, i.e., Saturday, November 29th, 2025.”

“RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) The outstanding unsecured loans extended by the proposed allottee(s) shall be adjusted towards the subscription/ allotment of equity shares, meaning thereby an amount required to be paid towards the consideration for the equity shares shall be set off from the outstanding unsecured loan at the time of subscription of the equity shares.
- b) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing shareholder’s resolution in this regard.
- c) allotment of Equity shares shall only be made in dematerialized form.”

“RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 2/- each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director and/ or Company Secretary & Compliance Officer of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, signing of all deeds and documents as may be required.”

5. To approve prior approval regarding raising of funds through unsecured loan with an option for conversion into equity shares

“RESOLVED THAT pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the relevant Rules made thereunder, and in accordance with the Memorandum and Articles of Association of the Company, as amended, and the applicable laws, rules, regulations, notifications, and guidelines issued by the Ministry of Corporate Affairs, and other competent authorities from time to time, and subject to such approval(s), consent(s), permission(s), and sanction(s), if any, as may be required from appropriate statutory, governmental, and other authorities, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any duly constituted Committee thereof) to convert in whole or in part, the raise funds through unsecured loans from promoters, on or after the date of this resolution up to an aggregate amount not exceeding **INR 500,00,00,000/- (Indian Rupees Five Hundred Crores Only)**, with an option available to the Lenders to convert such loans, in whole or in part, into Equity Shares either fully paid-up or partly paid-up, or any other securities as may be permissible under the provisions of the Companies Act, 2013, on such terms and conditions as may be stipulated in the related Loan Agreement(s) or any other document as may be required, including the terms of such conversion and subject to applicable laws.”

“RESOLVED FURTHER THAT the conversion of such loan(s) into Equity Shares either fully paid-up or partly paid-up, or any other securities as permitted under the Companies Act, 2013 shall be carried out in accordance with the following conditions:

(i). the Lenders (promoters) shall give notice in writing to the Company (hereinafter referred to as the “Notice of Conversion”) for the exercise of their Conversion rights;

(ii). the conversion right reserved as aforesaid may be exercised by the Lenders in the event of the default/inability of the Company to repay, as stipulated in the Loan Agreement;

(iii). on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the Loan Agreement, allot and issue the requisite number of Equity Shares either fully paid-up or partly paid-up, or any other securities as permitted by provisions of the companies act,2013 to the Lenders after due compliance of all applicable provisions of the Companies Act, 2013 and other applicable laws;

(iv). the Lender/s may accept the same in satisfaction of the loans to the extent converted and the loan shall stand correspondingly reduced;

(v). The loans shall be converted into equity shares or any other securities at a price to be determined at the time of issuance, subject to the compliance of applicable provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for raising the loan, from time to time, with an option to convert them into specified securities of the Company at any time till the loan is repaid/ extinguished, on the terms specified in the Loan Agreement, including upon happening of an event of default by the Company in terms of the Loan Agreement.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of specified securities for conversion of the outstanding portion of the loans as may be desired by the Lenders as well as to dematerialize such securities of the Company.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lender/s arising from or incidental to the aforesaid terms providing for such option.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise in this regard and intent that they shall be deemed to have given their approval expressly by the authority of this resolution.”

RESOLVED FURTHER THAT the Board of Directors and/or any Committee thereof and/or the Key Managerial Personnel of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such applications, filings and registrations as may be required in relation to the aforesaid approval and further do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient including the filing of requisite forms that may be required on behalf of the Company and to settle and finalize all issues that may arise in this regard in order to give effect to the aforesaid resolution and to authorize any of the directors and/ or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard.”

6. Alteration of the Object Clause of the Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of sections 4, 13 and 15 and other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) read with the Companies (Incorporation) Rules, 2014 and other applicable rules and regulations made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, permissions and sanction of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby

accorded for effecting alterations in the existing Object Clause of the Memorandum of Association (“the MOA”) of the Company in the following manner:

Clause III (A) of the MOA be altered by inserting new sub-clause 2 after the sub-clause 1 as under:

2.**To carry on business of Trading, Import and Export of Machinery and Capital Equipment, Semiconductor Chips, Modules, PCBs and Substrates, Tools, Jigs, Fixtures, Consumables and Software, including all types of Electronic Components and related items.”

“**RESOLVED FURTHER THAT** the Board of Directors and/or any Committee thereof and/or the Key Managerial Personnel of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such applications, filings and registrations as may be required in relation to the aforesaid appointment and further do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient including the filing of requisite forms that may be required on behalf of the Company and to settle and to authorize any of the directors and/ or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard.”

By Order of the Board
For Polymatech Electronics Limited

Sd/-
Eswara Rao Nandam
Managing Director
(DIN: 02220039)

Place: Oragadam
Date: 06th November 2025

NOTES:

1. The meeting shall be deemed to be conducted at the registered office of the Company situated at Plot No Oz 13, Sipcot Hi-Tech Sez, Oragadam, Greater Chennai, Kancheepuram, Tamil Nadu - 602 105 . In accordance with the Secretarial Standards on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) read with clarification / guidance on applicability of secretarial standards 1 and 2 dated April 15, 2020, and further amendments from time to time issued by the ICSI. The Ministry of Corporate Affairs, Government of India (“MCA”) issued General Circular No. 09/2023 dated September 25, 2023, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 39/2020 dated December 31, 2020 (in continuation of Circular number 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 and 33/2020 dated September 28, 2020) issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), allowing, inter-alia, conduct of AGMs through Video Conferencing/Other Audio-Visual Means (VC/OAVM) facility. In compliance with the MCA Circulars, the 18th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the 18th AGM shall be the Registered Office of the Company. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), SS-2 issued by the ICSI, read with MCA Circulars, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the AGM and facility for those members participating in the AGM to cast vote through e-Voting system during the AGM.

2. The M/s. Accurate Securities and Registry Private Limited (RTA) shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No.16 below. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to cos@polymatech.in.

3. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. Members seeking to inspect such documents can send an e-mail to cos@polymatech.in .

4. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.

5. Corporate/Institutional Members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/Institutional Members (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy of the

Board Resolution/Authority Letter, etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting or during the AGM. The said Resolution / Authorisation shall be sent to the Scrutinizer by email through its registered email address to csgauravbachani@gmail.com with a copy to the Company at cos@polymatech.in. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote thereat. Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. The Company's Registrar and Transfer Agents for its Share Registry Work (Electronic) is Link Intime India Private Limited having their office at C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400083.

7. In line with the MCA General Circular dated May 05, 2020, the Notice of the AGM along with the Annual Report for the FY 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories.

8. Members can avail themselves of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled at: info@accuratesecurities.com. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility. If a member desires to cancel the earlier nomination and record fresh nomination, he / she may submit the same in Form No. SH-14.

9. Members are requested to:

- i) intimate to the respective Depository Participant, changes, if any, in their registered addresses/ bank mandates at an early date, in case of shares held in electronic / dematerialized form; quote their folio numbers / Client ID and DP ID in all correspondence;
- ii) consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names; and
- iii) register their Permanent Account Number (PAN) with their Depository Participants, in case of Shares held in dematerialised form.

10. Updation of Members' Details: The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/ RTA to record additional details of Members, including their PAN details, e-mail address, etc. Members holding shares in physical form are requested to submit the form duly completed to the Company at cos@polymatech.in or its Registrar and Transfer Agents in physical mode or in electronic mode at rnt.helpdesk@linkintime.co.in as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

11. Updation of PAN / Bank Account Details of Members: Members holding shares in physical form are therefore requested to submit their PAN and Bank Account details to the RTA along with a self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook/ statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant(s).

12. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 22nd

November 2025 through e-mail to cos@polymatech.in The same will be replied by the Company suitably.

13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and relevant documents referred to in this Notice of AGM and Explanatory Statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e., 29th November 2025. Members seeking to inspect such documents can send an email to Company's email id cos@polymatech.in.

14. Members are requested to support the Green Initiative by registering/ updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with the RTA (in case of Shares held in physical form).

15. Members desirous of obtaining any information on the financials and operations of the Company, are requested to send an email to the Company at least seven working days prior to the date of the AGM, so that the information can be kept ready during the meeting.

16. Procedure for Remote e-voting: In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Accurate Securities and Registry Private Limited on all Resolutions set forth in this Notice, through remote e-voting. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 22nd November 2025 may cast their vote electronically. The remote e-voting facility will be available during the following period:

Day, date and time of Commencement of remote e-voting	Wednesday, 26 th November 2025 09:00 A.M. (IST)
Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed	Friday, 28 th November 2025 05:00 P.M. (IST)

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Accurate Securities and Registry Private Limited upon expiry of the aforesaid period. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of .Two Steps. which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of section 108 of the Companies Act,2013 on e-Voting facility provided by Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e- Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IdeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If the user is not registered for IdeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IdeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful</p>

	<p>authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e- Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (Holding securities in	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to</p>

demat mode) login through their depository participants	see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
--	---

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

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

Login type Helpdesk details	Login type Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

7. Now, you will have to click on "Login" button.

8. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csgauravbachani@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 cos@polymatech.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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) to (cos@software13.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the

login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

17. Voting during the AGM:

(i) The procedure for remote e-voting during the AGM is same as the instructions mentioned for remote e-voting since the Meeting is being held through VC/OAVM.

(ii) The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM.

(iii) E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. The Members shall be guided on the process during the AGM.

(iv) Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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 AGM.

(v) Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again.

18. Scrutinizer for e-voting and Declaration of Results:

Mr. Gaurav Bachani (Membership No: A61110, COP No: 22830), Ahmedabad, Practicing Company Secretaries has been appointed as Scrutinizer to scrutinize the e-voting process as well as e-voting during the AGM, in a fair and transparent manner. The

Scrutinizer will, after the conclusion of the e-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman of the Company or any other person of the Company authorised by the Chairman, who shall countersign the same. The Results shall be declared not later than two working days from conclusion of the Meeting. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 29th November 2025, subject to receipt of the requisite number of votes in favour of the Resolutions.

19. Company has applied for extension of AGM vide SRN AB6587130 on 06th September 2025 and obtained two months extension for conducting AGM till 30th November 2025 vide Registrar of Companies, Chennai order dated 24th September 2025.

By Order of the Board
For Polymatech Electronics Limited

Sd/-
Eswara Rao Nandam
Managing Director
(DIN: 02220039)

Place: Oragadam
Date: 06th November 2025

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO.3:

Mr. Krishnaswamy Mohanasundaram (DIN: 11248657), was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 6th September 2025. Pursuant to the provisions of Section 161(1) and Section 149 of the Companies Act, 2013 and the Articles of Association, he is eligible for appointment as an executive director. Further the Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Krishnaswamy Mohanasundaram (DIN: 11248657) as a candidate for the office of Director. Mr. Krishnaswamy Mohanasundaram has offered himself for appointment as an Executive Director. Considering Mr. Krishnaswamy Mohanasundaram's skills, competency, expertise and experience, the Board is of the opinion that it would be in the interest of the Company to appoint him as Executive Director of the Company. Hence board considers its desirable and in the interest of the company to have Mr. Krishnaswamy Mohanasundaram on the board of the company as executive director on such remuneration decided by board of directors and sought members' approval through special resolution.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested, financially or otherwise, in the said resolution except Mr. Krishnaswamy Mohanasundaram.

ITEM NO.4:

The Special Resolutions contained in Item No.4 of the Notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot Up to 34,000,000(Three Crore Forty Lakhs Only) Equity shares of face value of Rs.2/- (Rupees Two Only) each towards conversion of loan to the extent of Rs. 204,00,00,000/- (Rupees Two Hundred Four Crore Only), to Mrs. Uma Nandam, Promoter cum Director of the Company at an Issue Price of Rs.60/- (Rupees Sixty Only).

The Promoters have extended loans to the Company and the Company proposes to convert loans worth Rs. 204,00,00,000/- (Rupees Two Hundred Four Crore Only), into Equity Shares on a private placement basis.

The proposed Preferential Issue is to be issued to Promoters as per the details disclosed in the respective resolution. The preferential issue shall be made in terms of applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on Thursday 6th November 2025.

The approval of the members is accordingly being sought by way of passing a 'Special Resolution' under Sections 42, and 62 of the Companies Act, 2013, read with the rules made thereunder for Item No. 4 of the Notice.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 are set forth below:

I. Particulars of the Preferential Issue including date of passing of Board resolution, kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:

The Board of Directors at its meeting held on November 06th , 2025, has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of Up to 3,40,00,000 (Three Crore Forty Lakhs Only) Equity shares of face value of Rs.2 /- (Rupees Two Only) each towards conversion of loan to the extent of Rs. 204,00,00,000/- (Rupees Two Hundred Four Crore Only), to the persons belonging to the Promoter of the Company at an Issue Price of Rs.60/- (Rupees Sixty Only).

II. Object of the Issue

There are Unsecured Loans from Mrs. Uma Nandam (Promoter cum Director) and the Company proposes to issue such number of Equity Shares on preferential basis in order to restructure the said unsecured loans held in the names of proposed allottee(s) to the extent of Rs. 204,00,00,000/- (Rupees Two Hundred Four Crore Only) and to strengthen the Capital structure of the Company. Mrs. Uma Nandam, the proposed allottees have requested the board of the Company to either make payment of their loans outstanding or to convert their outstanding unsecured loan amount due to the Company into Equity Shares. In view of the current financial position of the Company, the Board of Directors has decided to convert unsecured loans in to Equity Shares which is in best interest of the Company and it will also strengthen the financial position of the Company by reducing liabilities and it will also result in increase of net worth of the Company.

Allocation of Preferential Issue funds

The issue of securities as mentioned in this Notice is pursuant to conversion of Loan from Mrs. Uma Nandam (Promoter cum Director) and allocation of the same is as following:

S.No.	Name of the proposed allottee	Outstanding loan proposed to be converted
1	Mrs. Uma Nandam	Up to 204,00,00,000

The Total amount of issue size as mentioned above has been fully allocated towards conversion of outstanding loans and there will be no utilization towards General Corporate Purposes.

III. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

Except as following, none of the promoters, directors or key management personnel of the issuer intent to subscribe to the offer:

S.No.	Name of the proposed allottee	Outstanding loan proposed to be converted	Maximum no. of Equity Shares proposed to be Allotted	Category
1	Mrs. Uma Nandam	Up to Rs.204,00,00,000	34,000,000	Promoter cum Director

IV. The Shareholding Pattern of the issuer before and after the preferential issue:

S. No.	Category	Pre-Issue		Post Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoter's Shareholding				
1.	Indian:				
	Individuals	28,50,47,349	71.54	31,90,47,349	73.77
	Bodies Corporate	-	-	-	-
	Others	-	-	-	-
	Trusts	-	-	-	-
2	Foreign Promoter	-	-	-	-
	Subtotal(A)	28,50,47,349	71.54	31,90,47,349	73.77
B.	Public's Shareholding				
1.	Institutional Investors(Domestic)	-	-	-	-
	Institutional Investor (Foreign)	69,25,000	1.73	69,25,000	1.61
2.	Non-Institution:				
	Central Govt./Stat Govt	-	-	-	-
	Private Corporate Sector	-	-	-	-
	Individuals	8,75,66,791	21.98	8,75,66,791	20.24
	Body Corporate	1,12,73,784	2.83	1,12,73,784	2.60
	Others (Including HUFs, LLPs NRIs etc.)	76,25,951	1.91	76,25,951	1.76
	Sub Total (B)	11,33,91,526	28.45	11,33,91,526	26.22
	GRAND TOTAL	39,84,38,875	100	43,24,38,875	100

V. Proposed time limit within which the allotment shall be complete:

The proposed preferential allotment will be completed within 12 Months of passing special resolution.

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

S.No.	Name of Proposed Allottees	Name of ultimate beneficial owners
1	Mrs. Uma Nandam	Not Applicable, as the allottee is a natural person.

VII. The percentage of post preferential issue capital that may be held by the allottee(s) in the issuer consequent to the preferential issue:

S.No.	Name of Proposed Allottees	Pre-issue Shareholding Structure		No. of Equity Shares To be Allotted	Post Issue Shareholding Structure	
		No.of Shares	%		No.of Shares	%
1	Mrs.Uma Nandam	11,65,40,485	29.25	3,40,00,000	15,05,40,485	34.81

VIII. Consequential Changes in the control and change in management:

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

IX. The current and proposed status of the proposed allottees post the preferential issue namely:

S.No.	Name of Proposed Allottees	Current Status	Post Status
1	Mrs. Uma Nandam	Promoter cum Director	Promoter cum Director

X. Amount which the Company intends to raise by way of such securities:

Not Applicable since the issue is pursuant to conversion of loan into equity.

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

During the year, the Company has not allotted any securities on preferential basis.

XII. Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer

The proposed allotment will be made on cash basis, since the shares will be issued upon conversion of unsecured loan of the proposed allottee.

The price determined through Valuation report of Ms. Vasudevan. S(Registration No. IBBI/RV/05/2019/11704). i.e., Rs. 60/- per Equity Share.

XIII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors recommends the resolution as set out in item no. 4 of this notice for the issue of Equity Shares on a preferential basis, to the persons belonging to the promoters by way of Special Resolution.

ITEM NO.5:

The Board of Directors in their meeting held on 6th November 2025 accorded approval for availing further unsecured loan amounting to INR 500,00,00,000(Indian Rupees Five Hundred Crore Only) from Mr.Eswara Rao Nandam & Mrs.Uma Nandam (Promoters cum Directors) in

addition to previous unsecured loan to meet capital requirements for expansion of business with an option to convert the loan Equity Shares either fully paid-up or partly paid-up, or any other securities as may be permissible under the provisions of the Companies Act, 2013, on such terms and conditions as may be stipulated in the related Loan Agreement(s). Further for conversion of such loan at a later date, at the option of the Lenders, upon such terms and conditions as stipulated in the Loan Agreement board has accorded approval vide board meeting dated 6th November 2025 and recommended for shareholder approval through special resolution pursuant to Section 62(3) of the Companies Act, 2013.

None of the Directors, Promoters, Key Managerial Persons or their relatives, except the director whose loan is converted into Equity Shares and his relatives, in any way, concerned or interested in the said resolution, except to their respective Shareholding of the company, if any.

ITEM NO.6:

Your Board has to consider from time-to-time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the Objects Clause of the Memorandum of Association of the Company ('MOA'), which is presently restricted in scope, is required to be comprehensive so as to cover a wide range of activities for strengthening Company's supply chain resilience, accelerate product development cycles, optimize inventory management, and meet the stringent just-in-time delivery requirements of global OEMs, it is proposed to broad-base the Company's authorized operations by including additional activities such as Trading, Import and Export of Machinery and Capital Equipment, Semiconductor Chips, Modules, PCBs and Substrates, Tools, Jigs, Fixtures, Consumables and Software, including all types of Electronic Components and related items.

The alteration in the Objects Clause of the MOA as set out in the Resolution is to facilitate diversification. This will enable the Company to enlarge its area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013. Hence, The Board recommends the Special Resolution set forth in **Item No. 6** of the Notice for approval of the Members.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

By Order of the Board
For Polymatech Electronics Limited

Sd/-
Eswara Rao Nandam
Managing Director
(DIN: 02220039)

Place: Oragadam
Date: 06th November 2025