

# **MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED**

**CIN: L74999MH1992PLC069104**

**Registered Office: A-108, 1st Floor, Chikuwadi, Western Express Highway, Andheri East,  
Mumbai - 400099**

**Corporate Office: SHOP-511 PRATIK MALL, NEAR CITY PULSE THEATRE, Kudasán, Gandhi  
Nagar, Gandhinagar, Gujarat, India, 382421  
Gandhi Nagar, Gandhinagar, Gujarat, India, 382421**

**Email: [mardiasamyounlimited@gmail.com](mailto:mardiasamyounlimited@gmail.com)**

**Phone: 8141443343**

**To,**  
**Department of Corporate Services**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street Mumbai – 400 001  
Scrip Code: 513544

Dear Sir/ Madam,

**Subject: Corrigendum to the Notice of Extra-Ordinary General Meeting of the Company to be held on  
October 29, 2025**

**Ref: Our intimation dated October 07, 2025 relating to Notice of Extra-Ordinary General Meeting.**

In continuation to our earlier intimation dated October 07, 2025, we are submitting herewith the Corrigendum to the Notice of Extra-ordinary General Meeting ('EGM') of the Members of the Company held on Wednesday, October 29, 2025 at 2:00 P.M (IST) through Video Conference/ Other Audio- Visual Means in accordance with the applicable circulars issued by Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

This Corrigendum is being issued by way of a clarification and is intended to form an integral part of the EGM Notice.

Members and other stakeholders are requested to read the EGM Notice in conjunction with this Corrigendum. All other contents of the EGM Notice save and except as clarified, modified or supplemented by this Corrigendum, shall remain unchanged.

The Corrigendum is being dispatched to the Members by electronic means on the email addresses registered with the Depository Participant(s)/ Company/ the Registrar and Share Transfer Agents of the Company. Copy of this Corrigendum will also be available on the drivelink of the Company at [https://drive.google.com/file/d/1npHlIB3\\_7\\_whUrE\\_vMnlXnlqflaTofiY/view](https://drive.google.com/file/d/1npHlIB3_7_whUrE_vMnlXnlqflaTofiY/view)

This may be treated as a disclosure under Regulation 30 and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended.

You are requested to take the same on record.

Yours faithfully,  
**MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED**

**DHAVAL DHARMENDRABHAI JOSHI**  
**DIRECTOR**  
**DIN: 10778731**

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## CORRIGENDUM TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING

This Corrigendum is being issued to the Notice of Extra-Ordinary General Meeting (EGM) of the Members of the Company held on Wednesday, October 29, 2025 at 2:00 P.M. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

This Corrigendum to the Notice of EGM is being issued by way of a clarification and shall form an integral part of the Notice of EGM which has already been circulated to shareholders of Company on October 07, 2025. The Notice of the EGM shall always be read in conjunction with this Corrigendum.

In light of the changes introduced through this Corrigendum, the Company has decided to reopen the e-voting facility exclusively for revoting on the affected resolution(s). The remote e-voting period begins at 9.00 a.m. on Wednesday, December 03, 2025 and ends at 9:00 a.m. on Friday, December 05, 2025. Shareholders are requested to read the original Notice of EGM in conjunction with this Corrigendum

### 3. TO CONSIDER AND APPROVE ISSUANCE AND ALLOTMENT UPTO 7,25,00,000 FULLY CONVERTIBLE EQUITY WARRANTS OF THE COMPANY IN ONE OR MORE TRANCHEs BY WAY OF PREFERENTIAL BASIS:

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreements entered into by the Company with BSE Limited (the "Stock Exchange") on which the equity shares of the Company having face value of Re. 10 each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required, the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board of Directors of the company to create, issue, offer and allot up to 7,25,00,000 Fully Convertible Equity Warrants at issue price of Rs 13.50 per Convertible Equity Warrant including premium of Rs. 3.50/- per Convertible Equity Warrant aggregating upto Rs 97,87,50,000/- (Ninety-Seven Crores Eighty-Seven Lakhs Fifty Thousand only) or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, convertible into equivalent number of fully paid up equity share of the company of face value of Re. 10/- (Rupees Ten Only) at an option of the proposed Allottees, within a maximum period of 18 months from the date of allotment of warrants to specified investors, on a preferential basis ("Preferential Issue"), and on such terms and conditions as may be determined by the Board, to the following persons ("Proposed Allottees Non-Promoter/Public) as detailed below:

Sr. No.	Name of Proposed Allottees	No. of Equity Warrant proposed to be issued	Category
1.	Torextron Ventures Private Limited	1,30,90,200	Promoter - Non -Institutional-Body Corporate

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2.	Mistry Deep Dhirenbhai	39,00,000	Public - Non - Institutional- Resident Individual
3.	Patel Biralkumar Rajeshbhai	39,50,000	Public - Non- institutional Resident Individual
4.	Makwana Ketan Devshibhai	39,25,000	Public - Non - Institutional- Resident Individual
5.	Thakor Lorence Nileshbhai	38,90,000	Public - Non- Institutional- Resident Individual
6.	Parmar Mohit Prakashbhai	39,10,000	Public - Non- Institutional- Resident Individual
7.	Solanki Vivek Laxmanbhai	39,35,000	Public - Non -Institutional - Resident Individual
8.	Chavda Shaileshbhai Sonubhai	39,40,000	Public - Non - Institutional- Resident Individual
9.	Parmar Rajesh Manojbhai	39,15,000	Public - Non- Institutional- Resident Individual
10.	Chauhan Anil Mukeshbhai	38,95,000	Public - Non -Institutional - Resident Individual
11.	Bodana Sindhu Ramchandrabhai	39,00,000	Public - Non- Institutional Resident Individual
12.	Sindhi Mohammad Mahin Salim	39,10,000	Public - Non -Institutional - Resident Individual
13.	Raut Shankarbhai Govindbhai	38,75,000	Public -Non -Institutional - Resident Individual
14.	Yadav Raj Kumar Badai	38,85,000	Public - Non -Institutional - Resident Individual
15.	Shaikh Sajidbhai Rahimbhai	38,65,000	Public - Non -Institutional - Resident Individual
16.	Gavali Hitendrabhai Bayajebhai	39,00,000	Public -Non -Institutional - Resident Individual
17.	Sankla Subham Jitendrabhai	8,14,800	Public - Non -Institutional - Resident Individual
	<b>TOTAL</b>	<b>7,25,00,000</b>	

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the warrant is Monday, 29 September, 2025 ("Relevant Date") being the date 30 days prior to the date on which this resolution shall be considered to be passed.

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**RESOLVED FURTHER THAT** without prejudice to the generality of the above Resolution, the issue of the Equity Warrant convertible into Equity Shares under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

Each Warrant held by the proposed allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Re. 10/- (Rupees Ten Only). The Equity Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.

The proposed Equity Warrant allottees shall, on the date of allotment of Equity Warrants, pay an amount equivalent to at least 25% of the warrant issue price shall be payable upfront along with the application and the balance 75% shall be payable by the Proposed Allottee on the exercise of option of conversion of the warrant(s).

The Proposed Allottee shall pay the consideration of Equity Warrants convertible into equity shares to the company from its respective bank account and in case of joint holders the consideration shall be paid from the bank account of person whose name appears first in the application.

the Equity Shares proposed to be allotted pursuant to the conversion of these Equity Warrants shall be under lock in for such period as may be prescribed under SEBI ICDR Regulations.

The Convertible Equity Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

The Convertible Equity Warrants shall be allotted to the proposed allottee within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Convertible Equity Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

The Convertible Equity Warrant holder may apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Equity Warrants on the payment of the specified consideration against each warrant.

In the event the Equity Warrant Holder(s) Equity do not exercise Warrants within the Equity Warrant Exercise Period (i.e 18 months from the date of allotment of Equity Warrants), the Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company.

The issue of Equity shares on account of exercise option by proposed allottee shall rank pari passu with the existing paid-up equity shares of the company.

The issue of Equity Warrants arising from the exercise of the Equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

The Equity Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Equity Warrants.

The price determined above and the number of Equity Shares to be allotted on exercise of the Equity Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

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The Equity Shares arising from the exercise of the Equity Warrants will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the company, be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants convertible into equity shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** any Board of Directors of the company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution”

**By order of the Board,**

**MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED**

**Sd/-**

**DHAVAL DHARMENDRABHAI JOSHI**

**DIRECTOR**

**DIN: 10778731**

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard 2 on General Meetings)

### ITEM NO. 3: TO ISSUE AND ALLOTMENT UPTO 7,25,00,000 FULLY CONVERTIBLE EQUITY WARRANTS OF THE COMPANY IN ONE OR MORE TRanches BY WAY OF PREFERENTIAL BASIS

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue of 7,25,00,000 Convertible Equity Warrants by way of preferential basis to allottees ("Proposed Allottees") at an issue price of Rs. 13.50/- per warrant ("Issue Price") or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations.

It may be noted that;

1. The Company has fully as well as partly paid-up shares as on date.
2. The current holding of Proposed Allottees in the Paid-up equity share capital of the Company is as follows:

Sr. No.	Name of Proposed Allottee	Category	No. of Equity Shares already Held	% of equity shares held by proposed allottee	Ultimate Beneficial Owner
1.	Torextron Ventures Private Limited	Promoter - Non-Institutional - Body Corporate	43,88,230	63.03%	Dhaval Dharmendrabhai Joshi Keyur Kirtikumar Saxena
2.	Mistry Deep Dhirenabhai	Public - Non-Institutional - Resident Individual	NIL	-	Not Applicable
3.	Patel Biralkumar Rajeshbhai	Public - Non-Institutional - Resident Individual	NIL	-	Not Applicable
4.	Makwana Ketan Devshibhai	Public - Non-Institutional - Resident Individual	NIL	-	Not Applicable

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5.	Thakor Lorence Nileshbhai	Public - Non- Institutional - Resident Individual	NIL	-	Not Applicable
6.	Parmar Mohit Prakashbhai	Public - Non- Institutional - Resident Individual	NIL	-	Not Applicable
7.	Solanki Vivek Laxmanbhai	Public - Non- Institutional - Resident Individual	NIL	-	Not Applicable
8.	Chavda Shaileshbhai Sonubhai	Public - Non- Institutional - Resident Individual	NIL	-	Not Applicable
9.	Parmar Rajesh Manojbhai	Public - Non- Institutional - Resident Individual	NIL	--	Not Applicable
10.	Chauhan Anil Mukeshbhai	Public - Non- Institutional - Resident Individual	NIL	-	Not Applicable
11.	Bodana Sindhu Ramchandrabhai	Public - Non- Institutional - Resident Individual	NIL	-	Not Applicable
12.	Sindhi Mohammad Mahin Salim	Public - Non- Institutional - Resident Individual	NIL	-	Not Applicable
13.	Raut Shankarbhai Govindbhai	Public - Non- Institutional - Resident Individual	NIL	-	Not Applicable
14.	Yadav Raj Kumar Badai	Public - Non- Institutional - Resident Individual	NIL	-	Not Applicable
15.	Shaikh Sajidbhai Rahimbhai	Public - Non- Institutional - Resident Individual	NIL	-	Not Applicable
16.	Gavali Hitendrabhai Bayajebhai	Public - Non- Institutional - Resident Individual	NIL	-	Not Applicable
17.	Sankla Subham Jitendrabhai	Public - Non- Institutional - Resident Individual	NIL	-	Not Applicable

Note: The current holding of proposed allottees disclosed above is based on the Benpos as on September 29, 2025

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The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;

The Company has obtained the Permanent Account Numbers of the proposed allottees. In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of fully convertible equity warrants are as under:

## **i) Particulars of the Preferential Issue including date of passing of Board resolution:**

The Board of Directors at their meeting held on Wednesday, September 24, 2025, subject to the approval of the Members in the EGM and such other approvals as may be required, approved the issuance of up to 7,25,00,000 Convertible Equity Warrants at issue price of Rs. 13.50/- per Equity Warrant, aggregating up to Rs 97,87,50,000/- (Ninety-Seven Crores Eighty-Seven Lakhs Fifty Thousand only) or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations for cash consideration to a selected group of persons on a preferential basis.

## **ii) Kinds of securities offered and the price at which security is being offered and the aggregate amount proposed to be raised:**

Up to 7,25,00,000 Convertible Equity Warrants at an issue price of Rs 13.50/- per Equity Warrant, up to Rs 97,87,50,000/- (Ninety-Seven Crores Eighty-Seven Lakhs Fifty Thousand only).

## **iii) Objects of the Preferential Issue:**

The proceeds of the Preferential Issue will be utilized for the below mentioned purposes (not necessarily in the same order):

1. For working capital requirements-₹97,87,50,000;

## **iv) The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made under the category of Promoters/ Public on Preferential basis.

## **v) Maximum number of specified securities to be issued:**

7,25,00,000 Convertible Equity Warrants.

## **vi) Relevant Date:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is Monday, September 29, 2025, being the date 30 days prior to the date of remote e-voting.

## **vii) Basis on which the price has been arrived at and justification for the price (including premium, if any):**

The equity shares of the company are listed on stock exchange (BSE Limited) and are infrequently traded in accordance with regulation 165 of the ICDR Regulations and BSE being the Stock Exchange with highest trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations The floor price of Rs. 13.33/- is determined as per the

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pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of convertible warrant and it is higher of the following:

Sr No	Method	Value	Weights	
1	PECV	-0.72	0	0.00
2	NAV	3.48	0.86	2.99
3	Market Price	73.88	0.14	10.34
<b>Total</b>			1	13.33
Price				13.33

The price determined by the valuation report dated September 29, 2025 issued by CS Abhishek Chhajed, Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/13674): Rs. 13.33/- per share.

The Board proposes to issue the warrant at a price of Rs. 13.50/- per warrant, which is not less than the above floor price determined in accordance with SEBI ICDR Regulations. The Board found it justified considering current scenario of the Company etc.

The Link of valuation reports link is <https://drive.google.com/drive/folders/1TDxpJHmqiTngSjPl1xufwntkaOIzZzBP>

**viii) The intent of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

Promoters of the issuer intends to subscribe to the Offer. Further as on the date of this notice the promoters or directors' intent to contribute for the furtherance of the objects.

**ix) Pre and Post Preferential issue Shareholding pattern of the Company**

The Equity Warrants are proposed to be allotted to the promoters/Public. Details of shareholding of the Promoters and Non-promoters in the Company, prior to and after the proposed Preferential Issue, are as under:

Category of Investor	Pre-Issue Equity Shares		Post Issue Equity Shares	
	Total No. Shares	% Of Total Shares	Total No. Shares	% of Total Shares
<b>Promoters and Promoter Group Holding</b>	43,88,230	63.03%	1,74,78,430	22.00%
<b>Indian Promoters/Promoter Group</b>				
<b>Individuals / HUF</b>	-	-	-	-

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<b>Bodies Corporate</b>	43,88,230	63.03%	1,74,78,430	22.00%
<b>Sub Total</b>	<b>43,88,230</b>	<b>63.03%</b>	<b>1,74,78,430</b>	<b>22.00%</b>
Foreign Promoters/Promoter Group	-	-	-	-
<b>Total Shareholding of Promoter and Promoter Group</b>	<b>43,88,230</b>	<b>63.03%</b>	<b>1,74,78,430</b>	<b>22.00%</b>
<b>Non-Promoters shareholding</b>				
<b>Institutions</b>	-	-	-	-
Mutual Funds	5,244	0.07%	5,244	0.00%
Banks / Other FI	290	0.00%	290	0.00%
Insurance Companies	-	-	-	-
FII's	-	-	-	-
<b>Sub Total</b>	<b>5,534</b>	<b>0.07%</b>	<b>5,534</b>	<b>0.00%</b>
<b>Non- Institutions</b>				
Bodies Corporate	8,22,512	11.82%	8,22,512	1.03%
Resident Indian	-	-	-	-
Overseas	-	-	-	-
Resident Individuals	16,41,983	23.58%	6,10,51,783	76.83%
Resident Ordinary	-	-	-	-
HUF/APOS/LLP	8,653	0.13%	8,653	0.01%
Clearing Member	1317	0.01%	1,317	0.00%
NRIs	77492	1.11%	77,492	0.09%
Foreign Companies	15,689	0.23%	15,689	0.01%
<b>Sub Total</b>	<b>25,67,646</b>	<b>36.88%</b>	<b>6,19,77,446</b>	<b>77.99%</b>
<b>Total Non-Promoters'</b>	<b>25,73,180</b>	<b>36.95%</b>	<b>6,19,82,980</b>	<b>78.00%</b>
<b>Shareholding</b>				
<b>GRAND TOTAL</b>	<b>69,61,410</b>	<b>100.00%</b>	<b>7,94,61,410</b>	<b>100.00%</b>

# MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED

CIN: L74999MH1992PLC069104

Registered Office: A-108, 1st Floor, Chikuwadi, Western Express Highway, Andheri East, Mumbai - 400099

Corporate Office: SHOP-511 PRATIK MALL, NEAR CITY PULSE THEATRE, Kudasan, Gandhi Nagar, Gandhinagar, Gujarat, India, 382421

Email: [mardiasamyonglimited@gmail.com](mailto:mardiasamyonglimited@gmail.com)

Phone: 8141443343

**Note:**

- 1) The Pre-Issue Shareholding Pattern is based on Benpos as on Monday, September 29, 2025.
- 2) \*The post-issue shareholding as shown above is calculated assuming full exercise of equity and warrants and consequent allotment of the equity shares of the Company
- 3) The post issue shareholding pattern, in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the 7,25,00,000 Equity Warrants which gets converts into Equity Shares. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares they intent to do so, the shareholding pattern in the above table would undergo corresponding changes.
- 4) It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- 5) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Warrants of the Company.

**x) Time frame within which the Preferential Issue shall be completed:**

As prescribed under the SEBI ICDR Regulations, 2018 the Equity Warrant convertible into equity shares shall be allotted by the Company within a period of 15 days from the date of passing of this Special Resolution, provided that where the allotment of the proposed Equity warrants convertible into equity shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

- xi) The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue and Identity of the natural persons who are the ultimate beneficial owners of the Equity Warrants proposed to be allotted and/or who ultimately control the proposed allottees,**

Sr. No.	Proposed Allottee	Category	Ultimate Beneficial Owners	No. of Warrants issued	*Post Preferential share Capital that may be held by proposed allottees	Post issue % Preferential share Capital that may be held by proposed allottees	Holding

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							Pre- Preferential	*Post- Preferential
1.	Torextron Ventures Private Limited	Promoter Non- Institutional Body Corporate	-Keyur Kirtikumar Saxsena  Dhaval Dharmendrabhai Joshi	1,30,90,200	1,74,78,430	22.00	43,88,230	1,74,78,430
2.	Mistry Deep Dhirenbhai	Public - Non - Institutional- Resident Individual	Not Applicable	39,00,000	39,00,000	4.90	0	39,00,000
3.	Patel Biralkumar Rajeshbhai	Public - Non- Institutional- Resident Individual	Not Applicable	39,50,000	39,50,000	4.97	0	39,50,000
4.	Makwana Ketan Devshibhai	Public - Non- Institutional- Resident Individual	Not Applicable	39,25,000	39,25,000	4.94	0	39,25,000
5.	Thakor Lorence Nileshbhai	Public - Non- Institutional- Resident Individual	Not Applicable	38,90,000	38,90,000	4.89	0	38,90,000
6.	Parmar Mohit Prakashbhai	Public - Non - Institutional- Resident Individual	Not Applicable	39,10,000	39,10,000	4.92	0	39,10,000
7.	Solanki Vivek Laxmanbhai	Public - Non- Institutional- Resident Individual	Not Applicable	39,35,000	39,35,000	4.95	0	39,35,000
8.	Chavda Shaileshbhai Sonubhai	Public - Non - Institutional- Resident Individual	Not Applicable	39,40,000	39,40,000	4.95	0	39,40,000

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9.	Parmar Rajesh Manojbhai	Public - Non - Institutional-Resident Individual	Not Applicable	39,15,000	39,15,000	4.92	0	39,15,000
10.	Chauhan Anil Mukeshbhai	Public - Non - Institutional-Resident Individual	Not Applicable	38,95,000	38,95,000	4.90	0	38,95,000
11.	Bodana Sindhu Ramchandrabhai	Public - Non - Institutional-Resident Individual	Not Applicable	39,00,000	39,00,000	4.90	0	39,00,000
12.	Sindhi Mohammad Mahin Salim	Public - Non - Institutional-Resident Individual	Not Applicable	39,10,000	39,10,000	4.92	0	39,10,000
13.	Raut Shankarbhai Govindbhai	Public - Non - Institutional-Resident Individual	Not Applicable	38,75,000	38,75,000	4.87	0	38,75,000
14.	Yadav Raj Kumar Badai	Public - Non - Institutional-Resident Individual	Not Applicable	38,85,000	38,85,000	4.88	0	38,85,000
15.	Shaikh Sajidbhai Rahimbhai	Public - Non - Institutional-Resident Individual	Not Applicable	38,65,000	38,65,000	4.86	0	38,65,000
16.	Gavali Hitendrabhai Bayajebhai	Public - Non - Institutional-Resident Individual	Not Applicable	39,00,000	39,00,000	4.90	0	39,00,000
17.	Sankla Subham Jitendrabhai	Public - Non - Institutional-Resident Individual	Not Applicable	8,14,800	8,14,800	1.02	0	8,14,800

\*The post-issue shareholding as shown above is calculated assuming full exercise of equity and warrants and consequent allotment of the equity shares of the Company.

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xii) The current and proposed status of the allottees post the preferential issues namely, non-promoter:

Sr. No.	Proposed Allottee	Status pre-Issue	Status post-Issue	No. of Warrants issued
1.	Torextron Ventures Private Limited	Promoter - Non-Institutional – Body Corporate	Promoter - Non Institutional – Body Corporate	1,30,90,200
2.	Mistry Deep Dhirenbhai	Public - Non -Institutional Resident Individual	Public - Non -Institutional Resident Individual	39,00,000
3.	Patel Biralkumar Rajeshbhai	Public - Non -Institutional Resident Individual	Public - Non -Institutional Resident Individual	39,50,000
4.	Makwana Ketan Devshibhai	Public - Non -Institutional Resident Individual	Public - Non -Institutional Resident Individual	39,25,000
5.	Thakor Lorence Nileshbhai	Public - Non -Institutional Resident Individual	Public - Non -Institutional Resident Individual	38,90,000
6.	Parmar Mohit Prakashbhai	Public - Non -Institutional Resident Individual	Public - Non -Institutional Resident Individual	39,10,000
7.	Solanki Vivek Laxmanbhai	Public - Non -Institutional Resident Individual	Public - Non -Institutional Resident Individual	39,35,000
8.	Chavda Shaileshbhai Sonubhai	Public - Non -Institutional Resident Individual	Public - Non -Institutional Resident Individual	39,40,000
9.	Parmar Rajesh Manojbhai	Public - Non -Institutional Resident Individual	Public - Non -Institutional Resident Individual	39,15,000
10.	Chauhan Anil Mukeshbhai	Public - Non -Institutional Resident Individual	Public - Non -Institutional Resident Individual	38,95,000
11.	Bodana Sindhu Ramchandrabhai	Public - Non -Institutional Resident Individual	Public - Non -Institutional Resident Individual	39,00,000
12.	Sindhi Mohammad Mahin Salim	Public - Non -Institutional Resident Individual	Public - Non -Institutional Resident Individual	39,10,000
13.	Raut Shankarbhai Govindbhai	Public - Non -Institutional Resident Individual	Public - Non -Institutional Resident Individual	38,75,000
14.	Yadav Raj Kumar Badai	Public - Non -Institutional Resident Individual	Public - Non -Institutional Resident Individual	38,85,000
15.	Shaikh Sajidbhai Rahimbhai	Public - Non -Institutional Resident Individual	Public - Non -Institutional Resident Individual	38,65,000

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16.	Gavali Hitendrabhai Bayajebhai	Public - Non -Institutional Resident Individual	Public - Non -Institutional Resident Individual	39,00,000
17.	Sankla Subham Jitendrabhai	Public - Non -Institutional Resident Individual	Public - Non -Institutional Resident Individual	8,14,800

**xiii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

The allotment is proposed to be made for consideration in cash.

**xiv) Intimation on conversion of securities or on lapse of the tenure of the instrument:**

7,25,00,000 Convertible Equity Warrants would be allotted only upon payment of 25% of the price of Equity warrant at the time of allotment. Each Equity warrant is convertible into 1 Equity Share and the conversion can be exercised at any time within a period of 18 months from the date of allotment, in one or more tranches, as the case may be and on such other terms and conditions as applicable. Option for conversion of warrants will be available upon payment of full price of warrant before such exercise of option.

**xv) Change in Control, if any, in the Company consequent to the preferential issue:**

There shall be no change in the management or control of the Company pursuant to the issue of Equity warrants on preferential basis.

**xvi) Lock-in Period:**

The Equity Warrants and the Equity Shares allotted on account of the exercise of option by the warrant holder shall be locked for such period as specified under Regulation 167, 168 and other applicable regulations of SEBI ICDR Regulations.

**xvii) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of the number of securities as well as price.**

During the Current Financial year 2025-26, the company has not made any preferential issue.

**xviii) Material terms of raising such warrants:**

As mentioned in the proposed resolution.

**xix) Undertakings:**

- Every Director and Promoter of the company has individually given an undertaking declaring that none of them is declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations therefore disclosures specified in Schedule VI is not required to given.
- Every Directors and Promoter of the company has individually given an undertaking declaring that none of them is declared as a fugitive economic offender as defined under the SEBI ICDR Regulations.

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- c) In the event the price of the securities determined in accordance with the provisions of SEBI ICDR Regulations is different from the price determined by the company, the issue price shall be re-computed in terms of the provision of the SEBI ICDR Regulation.
- d) That if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

**xx) Certificate from Practicing Company Secretary:**

The certificate from M/s. SCS AND CO. LLP, Practicing Company Secretary (Membership No.11334/COP:15131) certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's drive link : <https://drive.google.com/drive/folders/1TDxpJHmqiTngSjPl1xufwntkaOIzZzBP>

All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the registered office of the Company during working hours on all working days from the date of dispatch of notice till 05:00 PM hours on Tuesday, October 28, 2025.

**By order of the Board,**

**MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED**

**Sd/-**

**DHAVAL DHARMENDRABHAI JOSHI**

**DIRECTOR**

**DIN: 10778731**

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## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 9.00 a.m. on Wednesday, December 03, 2025 and ends at 9:00 a.m. on Friday, December 05, 2025. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, October 22, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, October 22, 2025.

### 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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed 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.	<ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</li><li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service</b></li></ol>

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	<p>provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <ol style="list-style-type: none"><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access</li></ol>

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	<p>the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**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
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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**B) Login Method for e-Voting 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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:

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- 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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

# **MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED**

**CIN: L74999MH1992PLC069104**

**Registered Office: A-108, 1st Floor, Chikwadi, Western Express Highway, Andheri East, Mumbai - 400099**

**Corporate Office: SHOP-511 PRATIK MALL, NEAR CITY PULSE THEATRE, KUDASAN, Gandhi Nagar, Gandhinagar, Gujarat, India, 382421**

**Email: [mardiasamyounlimited@gmail.com](mailto:mardiasamyounlimited@gmail.com)**

**Phone: 8141443343**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

## **How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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.

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## 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 [csabprofessional@gmail.com](mailto:csabprofessional@gmail.com) <Please mention the e-mail ID of Scrutinizer> with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

## **Process for those shareholders whose email ids are not registered with the depositories for 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 (Company email id).
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 (Company email id). If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.