

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: mardiasamyounlimited@gmail.com

Phone: 8141443343

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the **Extra-Ordinary General Meeting** of the members and shareholders of M/s. **MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED** will be held on Wednesday, October 29, 2025 at 02:00 P.M (IST), through Video Conferencing ("VC") / Other Audio Visual Means (OAVM) to transact following business:

Special Business:

1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 & 64 or all other applicable provisions, if any read with applicable Rules made there under (including amendments or re-enactment thereof), consent of shareholders of the Company be and is hereby accorded to alter and increase the Authorized Share Capital of the Company from existing Rs. 29,45,00,000/- ((Rupees Twenty-Nine Crore Forty-Five Lakhs Only) divided into 2,94,50,000 (Two Crore Ninety-Four Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 80,00,00,000/- (Rupees Eighty Crores Only) divided into 8,00,00,000 (Eight Crores Only) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause:

V. The Authorized Share capital of the Company is Rs. 80,00,00,000/- (Rupees Eighty Crores Only) divided into 8,00,00,000 (Eight Crores Only) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT any of directors of the Company be and are hereby jointly or severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit."

2. ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION.

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

"RESOLVED THAT pursuant to Section 13 & other applicable provisions, if any, of the Companies Act, 2013 including Rules made thereunder as well as any other applicable laws for the time being in force & such other approvals, permissions and sanctions, as may be necessary, consent of the members of the Company, be and is hereby accorded to alter the existing Main Object Clause III (A) of the Memorandum of Association of the Company, by adding the following new clauses to the Object Clause of the Memorandum of Association of the Company:

- 1. To carry on in India or elsewhere the business of goldsmiths, silver smiths, jewellers, gem and diamond merchants and of producing, acquiring and trading, importing, exporting, buying, selling in all kind of metals, bullion, gold, silver, platinum, diamonds, precious stones and pearls and other complimentary item including watches, sunglasses etc. management and to conduct employment bureau and to provide consultancy and other services in connection with requirements of persons and manpower supply in India and abroad.*
- 2. To carry on in India or elsewhere the business to manufacture, produce, process, prepare, commercialize, cut,*

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polish, set, design, display, exchange, examine, finish, grind, grade, assort, import, export, buy, sell, resale, demonstrate, market and to act as agent, broker, indenter, liasioner, adatias, representative, C & F agents, export house, valuer, sales promoter, supplier, provider, merchants, stockiest, distributor, wholesaler, retailer or otherwise to deal in all shapes, sizes, varieties, description, specifications, applications & designs of rough, raw cut, uncut, polished or processed, natural & man made precious semiprecious & natural stones such as diamonds, ruby, pearls, gemstones, blue sapphires, cat's eye stone, coral, topaz, opal, zircon, tourmaline, jade, spinel ruby, aquamarine, turquoise, peridot, agate, garnet, corundum, amethyst, malachite, Citrine, alexandrite, smoky quartz, lapis lazuli, rock crystal, onyx, moon stone, jasper, blood stone, gold stone, bismuth, jet, diopside, tiger eye, sunstone, spinal, Jews stone, load stoner, sardonyx, touch stone, amber and their ornaments, jewelleries, articles, goods, or things, made in the combination of gold, silver, platinum, or other metals, and alloys thereof and for the purpose to act as goldsmith, silversmith, jewellers, gem merchants, electroplaters, polishers, purifiers, and to do all incidental acts and things necessary for the attainment of above objects.

3. *To carry on the business of designing, engineering, manufacturing, producing, assembling, altering, repairing, buying, selling, trading, acquiring, representing manufacturers, storing, packing, transporting, forwarding, distributing, importing, exporting and disposing of all types of ornaments, jewels, diamonds, gold, silver, platinum, metal alloys, pearls, precious and semiprecious stones of all kinds and other complimentary consumer items and accessories including watches, umbrella, sunglasses etc.*
4. *To carry on the business and activities of manufacturing, cleaving, sawing, cutting, polishing, processing, assorting and of buying, selling, importing, exporting, supplying, distributing, disposing and dealing as whole-sellers for self and as agents and retailers in cut and uncut diamonds, industrial diamonds, Board cut and uncut precious and semiprecious stones and pearls and to act as recognized export house and Trading house.*
5. *To carry on the business of on line shopping, e-retail trading, net marketing, multi-level marketing of all types of ornaments, jewels, diamonds, gold, silver, platinum, metal alloys, pearls, precious and semi-precious stones of all kinds and other complimentary consumer items like watches, sunglasses etc. and other consumer goods, internet advertising and marketing, creating virtual malls, stores, shops, creating shopping catalogues, providing secured payment processing, net commerce solutions for business to business and business to consumers, online trading in and outside India but does not include banking and money circulating business.*

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

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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
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
	TOTAL	7,25,00,000	

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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.

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:

- a) 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.
- b) 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).
- c) 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.
- d) 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.
- e) 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.
- f) 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.
- g) 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.
- h) 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.
- i) 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.
- j) 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.
- k) 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.

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- l) 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.
- m) 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”

Date: 07.10.2025

Place: Mumbai

**By order of the Board,
MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED**

**Sd/-
DHAVAL DHARMENDRABHAI JOSHI
DIRECTOR
DIN: 10778731**

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IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Businesses in the Notice is annexed.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the Scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, December 14, 2021 and May 05, 2022 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the drivelink of the Company at https://drive.google.com/file/d/19JGZ5IG2V1DNGOib6LJFzeXqDsfCSmtH/view?usp=drive_link. The Notice can also be accessed from the websites of the Stock Exchanges i.e. Bombay Stock Exchange Limited at <https://www.bseindia.com/> respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021, MCA Circular No. 21/2021 dated December 14, 2021 and MCA Circular No. 2/2022 dated May 05, 2022.
8. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc, to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding

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shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA) at its following address:

M/s. Purva Sharegistry Pvt Ltd., Unit no. 9 Shiv Shakti Ind. Estt J.R. Boricha marg Lower Parel (E)
Mumbai 400 011. Email id: support@purvashare.com

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred/ traded only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized
11. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
12. As the EGM is being held through VC/ OAVM, Members seeking any information with regard to the accounts or any documents, are requested to write to the Company at least 10 days before the date of EGM through email on mardiasamyounlimited@gmail.com. The same will be replied / made available by the Company suitably.
13. The business set out in the Notice of EGM will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given at Note of this Notice.
14. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
16. The Members can join the EGM in the VC/ OAVM mode 15 minutes before and after the Scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the EGM through VC/OAVM are given in this Notice.
17. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. October 03, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. October 03, 2025 may follow steps mentioned in the Notice of the EGM under "Access to NSDL e-Voting system.

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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins at 9.00 a.m. on Sunday, October 26, 2025 and ends at 5:00 p.m. on Tuesday, October 28, 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 and joining virtual meeting 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">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com 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 e-Voting service 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 https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is

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	<p>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 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.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="571 792 1082 1093" style="text-align: center;"><p>NSDL Mobile App is available on</p> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.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 the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.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 www.cdslindia.com home page. The system will authenticate the user

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	by sending OTP on registered Mobile & 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.
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 evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 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 helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting 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.

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Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.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.nsd.com.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsd.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.

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.

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- | |
|--|
| 9. 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 csabprofessional@gmail.com Please mention the e-mail ID of Scrutinizer 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 to (Name of NSDL Official) at evoting@nsdl.co.in

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 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.
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.

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THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e- Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at mardiasamyounlimited@gmail.com. The same will be replied by the company suitably.

Date: 07.10.2025

Place: Mumbai

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. 1: INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY

The existing Authorized Share Capital of the Company is Rs. 29,45,00,000/- ((Rupees Twenty-Nine Crore Forty-Five Lakhs Only) divided into 2,94,50,000 (Two Crore Ninety-Four Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.

The Board in its Meeting held on September 24, 2025 approved and recommended increasing the Authorized Share Capital to Rs. 80,00,00,000/- (Rupees Eighty Crores Only) divided into 8,00,00,000 (Eight Crores Only) Equity Shares of Rs. 10/- (Rupees Ten) each of ranking pari-passu with the existing Equity Shares in all respects, as per the Memorandum and Articles of Association of the Company. Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital.

The proposal for increase in Authorized Share Capital and amendment of Memorandum of Association of the Company requires approval of the Members.

The Board recommends the Resolution set out in Item no. 1 for approval of the Members as Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

ITEM NO.2: ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION

RESOLVED THAT pursuant to Section 13 & other applicable provisions, if any, of the Companies Act, 2013 including Rules made thereunder as well as any other applicable laws for the time being in force & such other approvals, permissions and sanctions, as may be necessary, consent of the members of the Company, be and is hereby accorded to alter the existing Main Object Clause III (A) of the Memorandum of Association of the Company, by adding the following new clause to the Object Clause of the Memorandum of Association of the Company:

- To carry on in India or elsewhere the business of goldsmiths, silver smiths, jewellers, gem and diamond merchants and of producing, acquiring and trading, importing, exporting, buying, selling in all kind of metals, bullion, gold, silver, platinum, diamonds, precious stones and pearls and other complimentary item including watches, sunglasses etc. management and to conduct employment bureau and to provide consultancy and other services in connection with requirements of persons and manpower supply in India and abroad.*
- To carry on in India or elsewhere the business to manufacture, produce, process, prepare, commercialize, cut, polish, set, design, display, exchange, examine, finish, grind, grade, assort, import, export, buy, sell, resale, demonstrate, market and to act as agent, broker, indenter, liasioner, adatias, representative, C & F agents, export house, valuer, sales promoter, supplier, provider, merchants, stockiest, distributor, wholesaler, retailer or otherwise to deal in all shapes, sizes, varieties, description, specifications, applications & designs of rough, raw cut, uncut, polished or processed, natural & man made precious semiprecious & natural stones such as diamonds, ruby, pearls, gemstones, blue sapphires, cat's eye stone, coral, topaz, opal, zircon, tourmaline, jade, spinel ruby, aquamarine, turquoise, peridot, agate, garnet, corundum, amethyst, malachite, Citrine, alexandrite, smoky quartz, lapis lazuli, rock crystal, onyx, moon stone, jasper, blood stone, gold stone, bismuth, jet, diopside, tiger eye, sunstone, spinal, Jews stone, load stoner, sardonyx, touch stone, amber and their ornaments, jewelleryes, articles, goods, or things, made in the combination of gold, silver, platinum, or other*

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metals, and alloys thereof and for the purpose to act as goldsmith, silversmith, jewellers, gem merchants, electroplaters, polishers, purifiers, and to do all incidental acts and things necessary for the attainment of above objects.

- To carry on the business of designing, engineering, manufacturing, producing, assembling, altering, repairing, buying, selling, trading, acquiring, representing manufacturers, storing, packing, transporting, forwarding, distributing, importing, exporting and disposing of all types of ornaments, jewels, diamonds, gold, silver, platinum, metal alloys, pearls, precious and semiprecious stones of all kinds and other complimentary consumer items and accessories including watches, umbrella, sunglasses etc.*
- To carry on the business and activities of manufacturing, cleaving, sawing, cutting, polishing, processing, assorting and of buying, selling, importing, exporting, supplying, distributing, disposing and dealing as whole-sellers for self and as agents and retailers in cut and uncut diamonds, industrial diamonds, Board cut and uncut precious and semiprecious stones and pearls and to act as recognized export house and Trading house.*
- To carry on the business of on line shopping, e-retail trading, net marketing, multi-level marketing of all types of ornaments, jewels, diamonds, gold, silver, platinum, metal alloys, pearls, precious and semi-precious stones of all kinds and other complimentary consumer items like watches, sunglasses etc. and other consumer goods, internet advertising and marketing, creating virtual malls, stores, shops, creating shopping catalogues, providing secured payment processing, net commerce solutions for business to business and business to consumers, online trading in and outside India but does not include banking and money circulating business.*

As a consequence of the alteration of object clause of the Company, the existing object clause in the Memorandum of Association of the Company is required to be altered accordingly. The Draft amended Memorandum of Association has been placed on the website of the Company https://drive.google.com/file/d/19JGZ5IG2V1DNGOib6LJFzeXqDsfCSmtH/view?usp=drive_link for Members' Inspection.

The Board recommends the resolution hereof for approval of the shareholders as Special Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in any way, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

Documents referred to in the notice/explanatory statement will be available for inspection by the members of the Company at the registered office of the Company.

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.

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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 Saxsena
2.	Mistry Deep Dhirenbbhai	Public - Non-Institutional - Resident Individual	NIL	-	Not Applicable
3.	Patel Biralkumar Rajeshbbhai	Public - Non-Institutional - Resident Individual	NIL	-	Not Applicable
4.	Makwana Ketan Devshibhai	Public - Non-Institutional - Resident Individual	NIL	-	Not Applicable
5.	Thakor Lorence Nileshbbhai	Public - Non-Institutional - Resident Individual	NIL	-	Not Applicable
6.	Parmar Mohit Prakashbbhai	Public - Non-Institutional - Resident Individual	NIL	-	Not Applicable
7.	Solanki Vivek Laxmanbbhai	Public - Non-Institutional - Resident Individual	NIL	-	Not Applicable
8.	Chavda Shaileshbbhai Sonubhai	Public - Non-Institutional - Resident Individual	NIL	-	Not Applicable
9.	Parmar Rajesh Manojbbhai	Public - Non-Institutional - Resident Individual	NIL	--	Not Applicable
10.	Chauhan Anil Mukeshbbhai	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

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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.

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):

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

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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 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
Total			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 the valuation reports link is https://drive.google.com/file/d/19JGZ5IG2V1DNGOib6LJFzeXqDsfCSmtH/view?usp=drive_link.

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

MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED

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

Email: mardiasamyounlimited@gmail.com

Phone: 8141443343

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. of Shares	% Of Total Shares	Total No. of Shares	% of Total Shares
Promoters and Promoter Group Holding	43,88,230	63.03%	1,74,78,430	22.00%
Indian Promoters/Promoter Group				
Individuals / HUF	-	-	-	-
Bodies Corporate	43,88,230	63.03%	1,74,78,430	22.00%
Sub Total	43,88,230	63.03%	1,74,78,430	22.00%
Foreign Promoters/Promoter Group	-	-	-	-
Total Shareholding of Promoter and Promoter Group	43,88,230	63.03%	1,74,78,430	22.00%
Non-Promoters shareholding				
Institutions	-	-	-	-
Mutual Funds	5,244	0.07%	5,244	0.00%
Banks / Other FI	290	0.00%	290	0.00%
Insurance Companies	-	-	-	-
FIs	-	-	-	-
Sub Total	5,534	0.07%	5,534	0.00%
Non- Institutions				
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%
Sub Total	25,67,646	36.88%	6,19,77,446	77.99%
Total Non-Promoters' Shareholding	25,73,180	36.95%	6,19,82,980	78.00%
GRAND TOTAL	69,61,410	100.00%	7,94,61,410	100.00%

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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	Holding	
						Pre-Preferential	*Post-Preferential
1.	Torextron Ventures Private Limited	Promoter - Non-Institutional – Body Corporate	Not Applicable	1,30,90,200	1,74,78,430	43,88,230	1,74,78,430
2.	Mistry Deep Dhirenbhai	Public - Non -Institutional - Resident Individual	Not Applicable	39,00,000	39,00,000	0	39,00,000
3.	Patel Biralkumar Rajeshbhai	Public - Non -Institutional - Resident Individual	Not Applicable	39,50,000	39,50,000	0	39,50,000

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4.	Makwana Ketan Devshibhai	Public - Non -Institutional - Resident Individual	Not Applicable	39,25,000	39,25,000	0	39,25,000
5.	Thakor Lorence Nileshbhai	Public - Non -Institutional - Resident Individual	Not Applicable	38,90,000	38,90,000	0	38,90,000
6.	Parmar Mohit Prakashbhai	Public - Non -Institutional - Resident Individual	Not Applicable	39,10,000	39,10,000	0	39,10,000
7.	Solanki Vivek Laxmanbhai	Public - Non -Institutional - Resident Individual	Not Applicable	39,35,000	39,35,000	0	39,35,000
8.	Chavda Shaileshbhai Sonubhai	Public - Non -Institutional - Resident Individual	Not Applicable	39,40,000	39,40,000	0	39,40,000
9.	Parmar Rajesh Manojbhai	Public - Non -Institutional - Resident Individual	Not Applicable	39,15,000	39,15,000	0	39,15,000
10.	Chauhan Anil Mukeshbhai	Public - Non -Institutional - Resident Individual	Not Applicable	38,95,000	38,95,000	0	38,95,000
11.	Bodana Sindhu Ramchandrabhai	Public - Non -Institutional - Resident Individual	Not Applicable	39,00,000	39,00,000	0	39,00,000
12.	Sindhi Mohammad Mahin Salim	Public - Non -Institutional - Resident Individual	Not Applicable	39,10,000	39,10,000	0	39,10,000
13.	Raut Shankarbhai Govindbhai	Public - Non -Institutional - Resident Individual	Not Applicable	38,75,000	38,75,000	0	38,75,000
14.	Yadav Raj Kumar Badai	Public - Non -Institutional - Resident Individual	Not Applicable	38,85,000	38,85,000	0	38,85,000
15.	Shaikh Sajidbhai Rahimbhai	Public - Non -Institutional - Resident Individual	Not Applicable	38,65,000	38,65,000	0	38,65,000

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16.	Gavali Hitendrabhai Bayajebhai	Public - Non -Institutional - Resident Individual	Not Applicable	39,00,000	39,00,000	0	39,00,000
17.	Sankla Subham Jitendrabhai	Public - Non -Institutional - Resident Individual	Not Applicable	8,14,800	8,14,800	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.

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 Dhirenabhai	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
16.	Gavali Hitendrabhai	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	39,00,000

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	Bayajebhai	Resident Individual	Resident Individual	
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/file/d/19JGZ5IG2V1DNGOib6LJFzeXqDsfCSmtH/view?usp=drive_link

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.

Date: 07.10.2025

Place: Mumbai

By order of the Board,
MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED

Sd/-
DHAVAL DHARMENDRABHAI JOSHI
DIRECTOR
DIN: 10778731